

THE CREATORS

CHRIS CLAREMONT's award-winning 16-year *Uncanny X-Men* run focused on the themes of prejudice and tolerance, building an unparalleled fan following. Under his pen, *Uncanny* multiplied into a vast array of spin-offs; many of them — including *New Mutants*, *Wolverine* and *Excalibur* — were written by Claremont himself.

LOUISE SIMONSON helped launch *Power Pack*, and wrote memorable runs on *X-Factor* and *New Mutants*. She was one of the main creative forces behind DC Comics' famous "Death of Superman" storyline. Later, Simonson wrote *Warlock*, *Galactus the Devourer* and *Mystic Arcana: Magic*.

Writer and artist **WALTER SIMONSON** started out illustrating war and sorcery comics, but came to prominence with a long and beloved run on *Thor*. He also drew *X-Factor*, wrote *Avengers* and pulled double duty on *Fantastic Four*. He writes DC's *World of Warcraft*.

ANN NOCENTI's work on *Longshot* led to an acclaimed five-year stint writing *Daredevil* that quite literally took the Man Without Fear to Hell and back, introducing characters Blackheart and Typhoid Mary along the way. Nocenti is pursuing interests in journalism and screenwriting.

JOHN ROMITA JR. is a modern-day comic legend. Timeless runs on *Iron Man*, *Uncanny X-Men*, *Amazing Spider-Man* and *Daredevil* stand alongside modern classics including *Wolverine: Enemy of the State* and *World War Hulk*. In between runs on *Amazing Spider-Man*, JRJR helped relaunch the *Eternals* and draws Icon's *Kick-Ass*.

TERRY SHOEMAKER drew DC's *Tales of the Legion of Super-Heroes* and contributed to several Marvel titles, as well as penciling the *Spellbound* miniseries. Shoemaker has also worked on several *Wildstorm* titles and finished the "Heroes Reborn" relaunch of *Iron Man*.

BRET BLEVINS illustrated movie adaptations before drawing Epic's *Boyz Chronicles*. He kick-started Marvel's *Strange Tales* revival, contributed a long run on *New Mutants* and drew *Sleepwalker*. In 1996, Blevins became an animation storyboard artist and has won two Emmys.

JACKSON "BUTCH" GUICE built his reputation drawing *Micronauts*, *New Mutants* and *X-Factor*, as well as DC's *Flash* and *CrossGen's Rise*. Guice has returned to Marvel, illustrating *Iron Man*, *Captain America* and *Ultimate Origins*.

Industry veteran **SAL BUSCEMA** has illustrated *Captain America*, *Incredible Hulk*, *Defenders* and more; and has introduced characters with legendary writers Steve Englehart, Roger Stern and J.M. DeMatteis. Buscema drew *Spectacular Spider-Man* for more than 100 uninterrupted issues and was the longtime inker of *Spider-Girl*.

JON BOGDANOVE started out drawing, and eventually writing, *Power Pack*. He also illustrated the acclaimed *Fantastic Four vs. the X-Men* miniseries and contributed to several other X-comics, before beginning a lengthy run drawing and co-writing DC's *Superman: The Man of Steel*.

RICK LEONARDI's artistic achievements for Marvel include three different incarnations of *Cloak and Dagger* and co-designing Spider-Man's infamous black costume. He frequently worked in the X-Men and 2099 universes; and has also drawn DC's *Nightwing* and *Batgirl*, and Event's *Painkiller Jane*.

ALAN DAVIS overhauled Marvel UK's *Captain Britain*, and went on to launch *Excalibur* and *ClanDestine*. After a lengthy arc writing and drawing *X-Men*, Davis drew the miniseries *Killraven* and *Fantastic Four: The End*, and now contributes covers for many titles.

BARRY WINDSOR-SMITH — best known for Marvel's *Conan* and *Red Sonja* — also illustrated memorable *Uncanny X-Men*, *Iron Man* and *Daredevil* stories; he revealed Wolverine's origin in the "Weapon X" serial. Windsor-Smith has also published several art books in the tradition of Dante Gabriel Rossetti.

THE MORLOCKS — a community of mutant outcasts living beneath the streets of Manhattan.

THE MARAUDERS — professional mutant assassins, employed by a mysterious evil to wipe the Morlocks out.

In between the two stand some of Marvel's most heroic: X-Men, X-Factor, the New Mutants, Power Pack, Daredevil and the mighty Thor! But taken by surprise by the Marauders' overwhelming onslaught, can these disparate heroes hope to save any of the Morlocks? And even if they can, what will be the cost? Be there as the X-Men are shattered, Thor is grievously wounded, and the Angel is changed forever!



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Collecting *Uncanny X-Men* #210-214, *X-Factor* #9-11, *New Mutants* #46, *Thor* #373-374, *Power Pack* #27 and *Daredevil* #238.

MARVEL

X-MEN: MUTANT MASSACRE



MASSACRE BENEATH THE STREETS!

When the mutant-hunting Marauders target the peaceful, sewer-dwelling Morlocks for annihilation, Marvel's heroes must attempt to stop one of the most shocking and violent acts of evil they have ever witnessed. But how will the X-Men, the New Mutants, X-Factor, Power Pack, Daredevil and Thor react when they realize that for all their strength and powers, they may already be too late? And what will happen when they find themselves next in the crosshairs?

The X-Men descend into the Morlock tunnels to save as many Morlocks as they can — but when several team members suffer crippling injuries at the Marauder's merciless hands, it may be all they can do to get out alive! And while Wolverine plans to avenge those they couldn't save, Psylocke fights a running battle with the Marauders' most dangerous member: Sabretooth!

X-Factor is pulled into the battle when their young ward, Rusty Collins, flees into the tunnels. But what began as a rescue mission becomes a bloodbath, as X-Factor must battle Freedom Force, Marauders, Morlocks and their own beleaguered reputation to save their friends — and Angel suffers an injury that will quite literally change him forever!

When the mighty Thor becomes embroiled in the massacre, he seeks righteous vengeance against those who would slaughter innocents. However, he suffers a serious setback when Hela, the goddess of death, unexpectedly hobbles him with a spell of weakness and vulnerability! Can Thor survive long enough to save X-Factor's Angel, or will the Marauders prove that even a god can die?

+ PLUS + The New Mutants get their first real glimpse at horror when they must perform triage for the Morlock survivors; Power Pack proves their courage when they face off against the Marauders to save a friend; and Daredevil takes on Sabretooth alone! The most shocking comics event of 1986 is finally collected in one blood-soaked hardcover — and for Marvel's mutants, nothing will ever be the same!

X-MEN

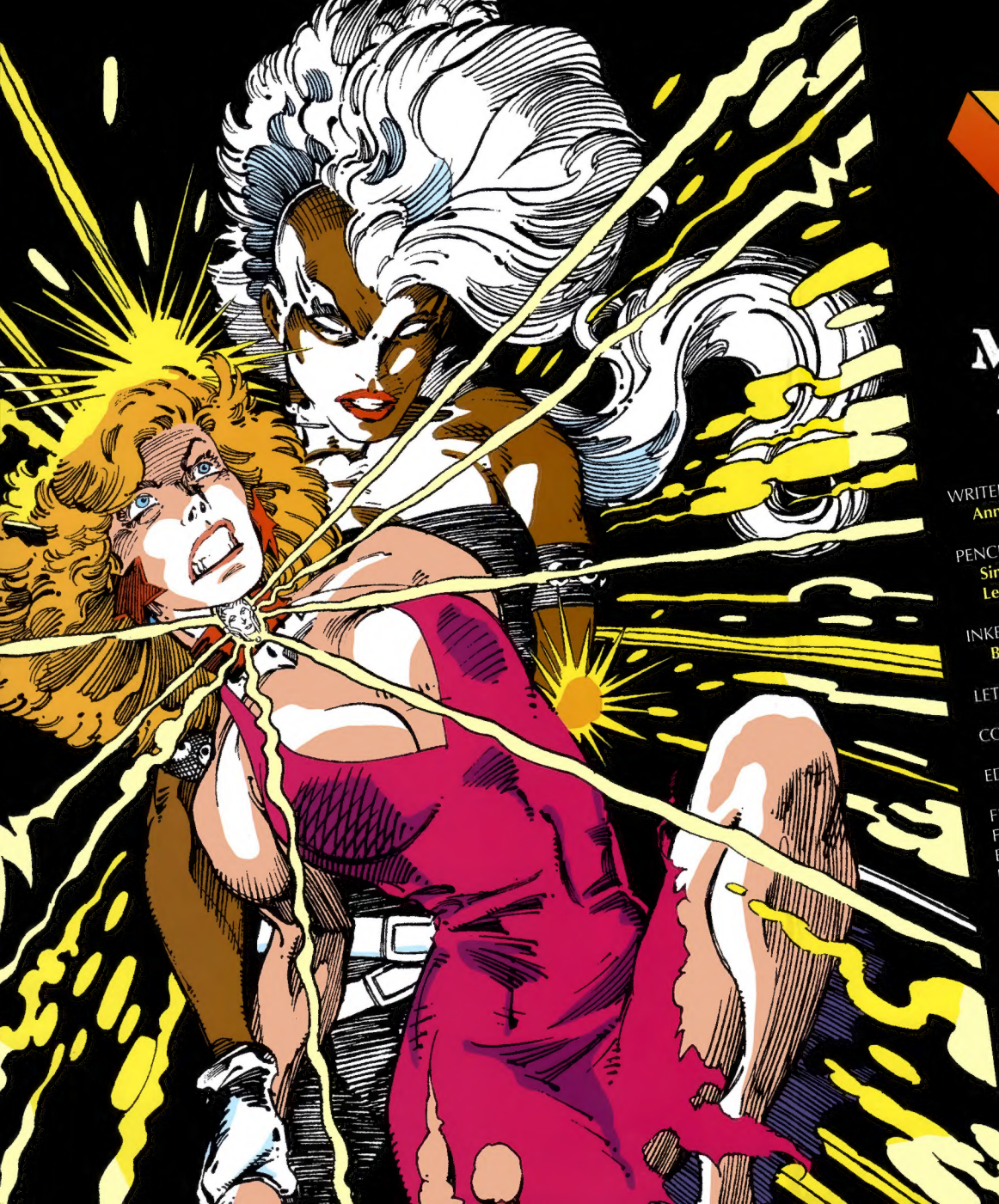
MUTANT MASSACRE



MUTANT MASSACRE



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X-MEN

MUTANT MASSACRE

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PREVIOUSLY...

In the labyrinthine tunnels beneath New York City live the Morlocks – a group of mutant outcasts who have turned their backs on “normal” society.

Callisto once led the Morlocks, until the X-Men’s Storm defeated her in combat months ago. Storm now officially leads the Morlocks, although Callisto rules in Storm’s absence. Storm lost her powers shortly afterwards, but became leader of the X-Men as well – and their arch-foe Magneto reformed and joined the team.

Former X-Man Cyclops retired to be with his wife and son. But when he learned that his first love, Jean Grey, had returned from seeming death, the original five X-Men re-formed as a new group – X-Factor. The team posed publicly as human “mutant-hunters,” but secretly safeguarded the mutants they located – including Rusty Collins, a fugitive after accidentally burning a woman with his flame powers, and image projector Artie Maddicks. X-Factor also developed a “split personality,” donning different costumes to use their powers in public – but the media, naming this “new group” the X-Terminators, viewed them as mutant terrorists.

Distrustful of the X-Men since Magneto joined, X-Factor never contacted them to explain their true identities, or to reveal that Jean was alive. Cyclops, feeling guilty for leaving his family to return to heroics, avoided telling Jean he was married – but when she found out, it caused a rift between the two former lovers.

Meanwhile on Asgard, the fire demon Surtur was defeated, but the cost was high: the Rainbow Bridge was destroyed, one of Odin’s ravens was killed, and Odin himself was lost between dimensions. Thor abandoned his Earth identity of Sigurd Jarlson to search for Odin – and angered death goddess Hela, was briefly turned into a frog by Loki, and saved two orphaned children, bringing them to Asgard.

Child heroes Power Pack returned from a war in space that swapped their powers around. Franklin Richards, honorary Pack member and young mutant son of Mr. Fantastic and the Invisible Woman, stayed with them while they adjusted to using their siblings’ former powers.

Recently, the New Mutants rescued the telepathic Psylocke from Mojo and Spiral, and brought her to the X-Mansion. Rachel Summers went rogue from the X-Men, determined to slay Selene, the Hellfire Club’s Black Queen. Although Wolverine stopped Rachel, nearly killing her, the X-Men and the Club clashed in Central Park. But when the super-Sentinel Nimrod attacked, both groups declared a truce and teamed up to defeat it. However, Nightcrawler vanished after Nimrod disrupted his teleport – and Spiral kidnapped Rachel.

X-Factor, responding to the battle, was attacked by Freedom Force – the former Brotherhood of Evil Mutants, now government agents seeking to arrest Rusty. The Morlock Skids helped Rusty flee, but Freedom Force soon cornered the two...

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THE UNCANNY **X-MEN**

**C'MON, MESS
WITH US--MAKE
OUR DAY!!**



JR JR. MURPHY





THIS IS THE CITY...

...LOS ANGELES, CALIFORNIA--

--THE "CITY OF ANGELS"--

...AND DEVILS.

STAN LEE PRESENTS:

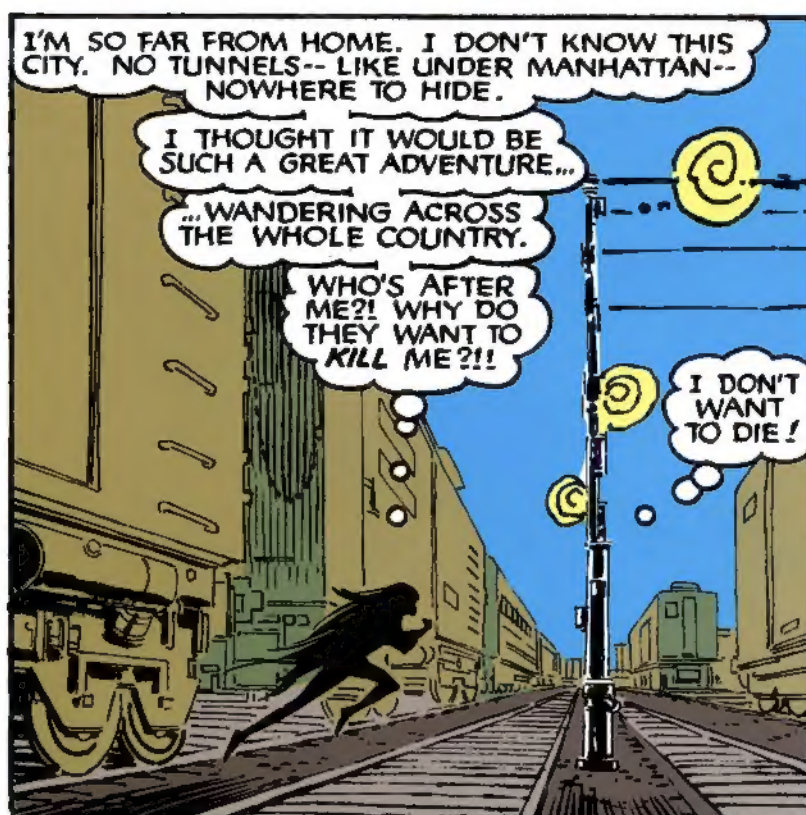
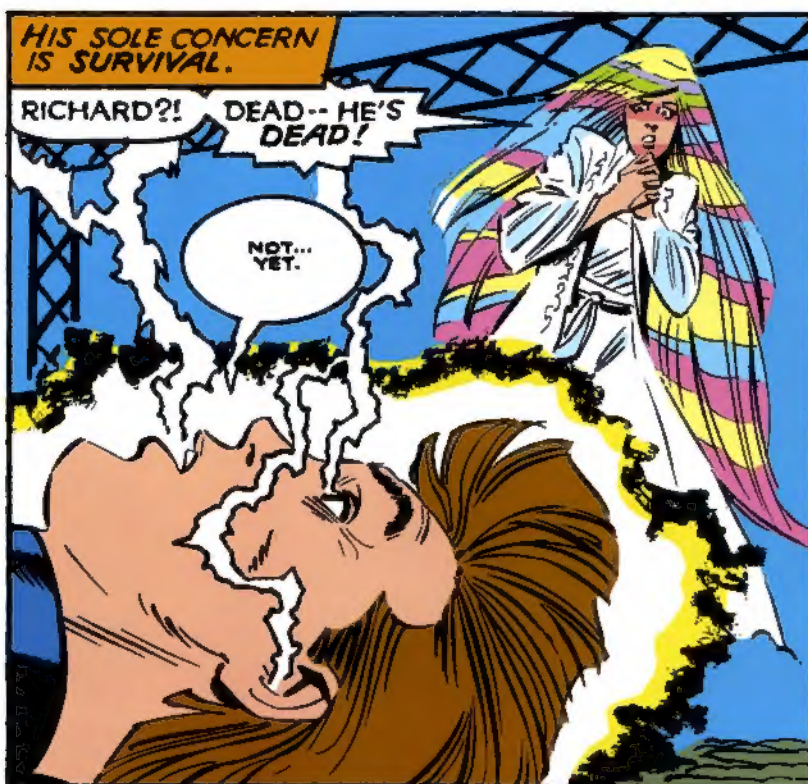
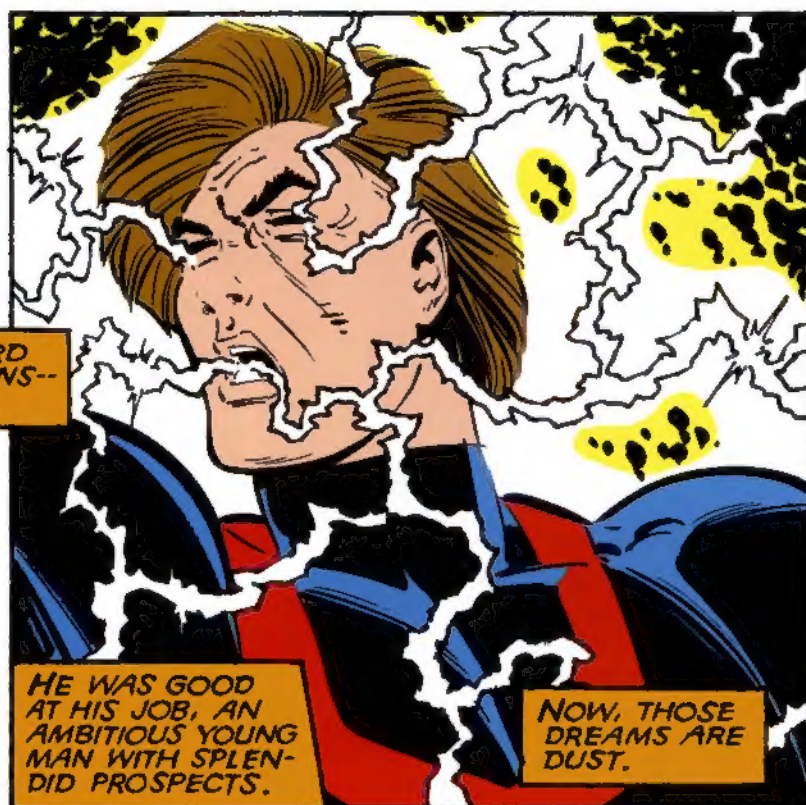
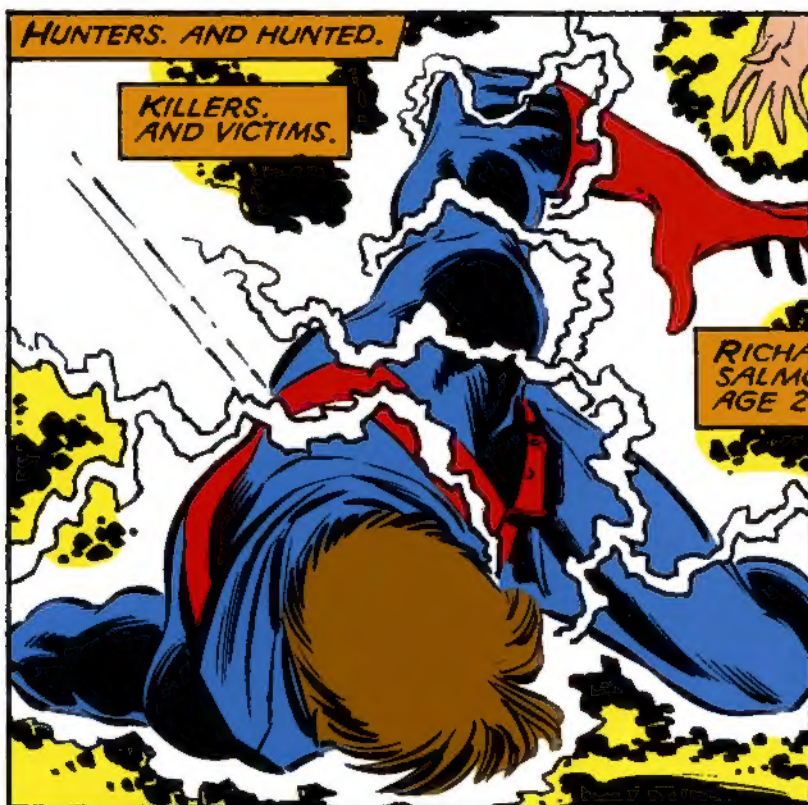
THE MORNING AFTER

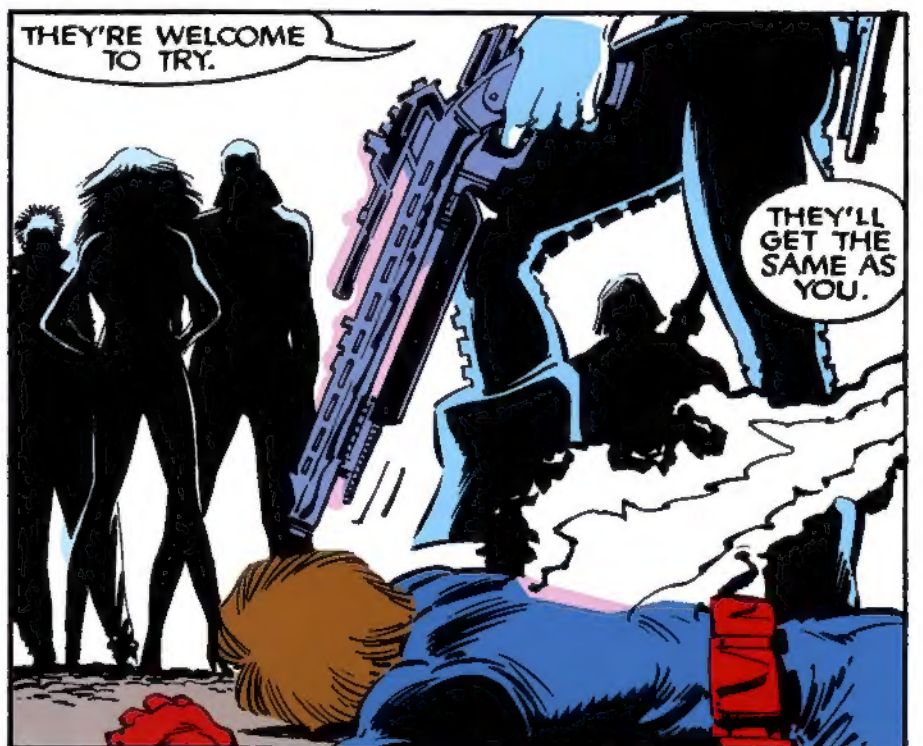
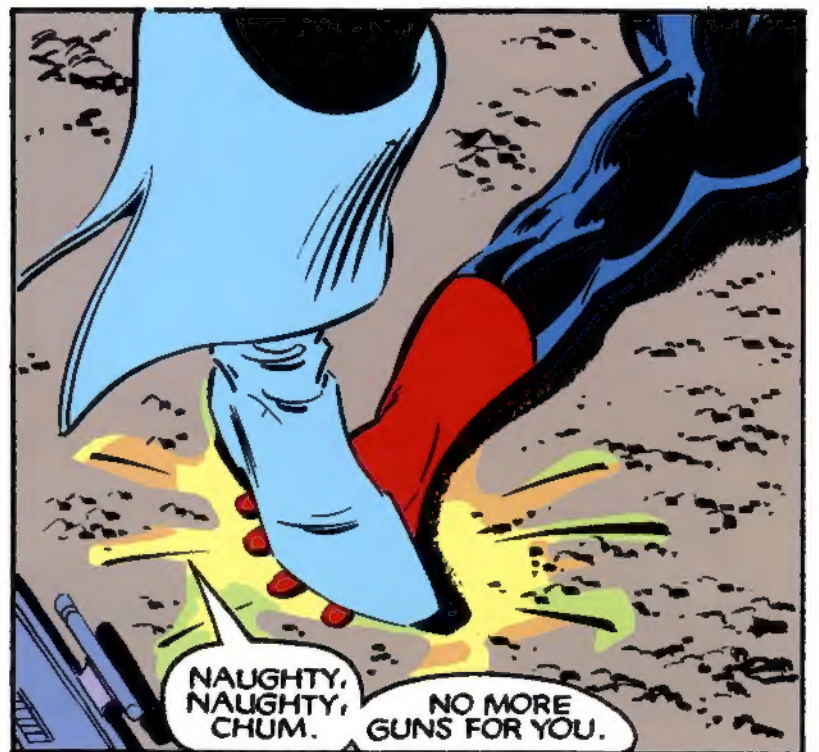
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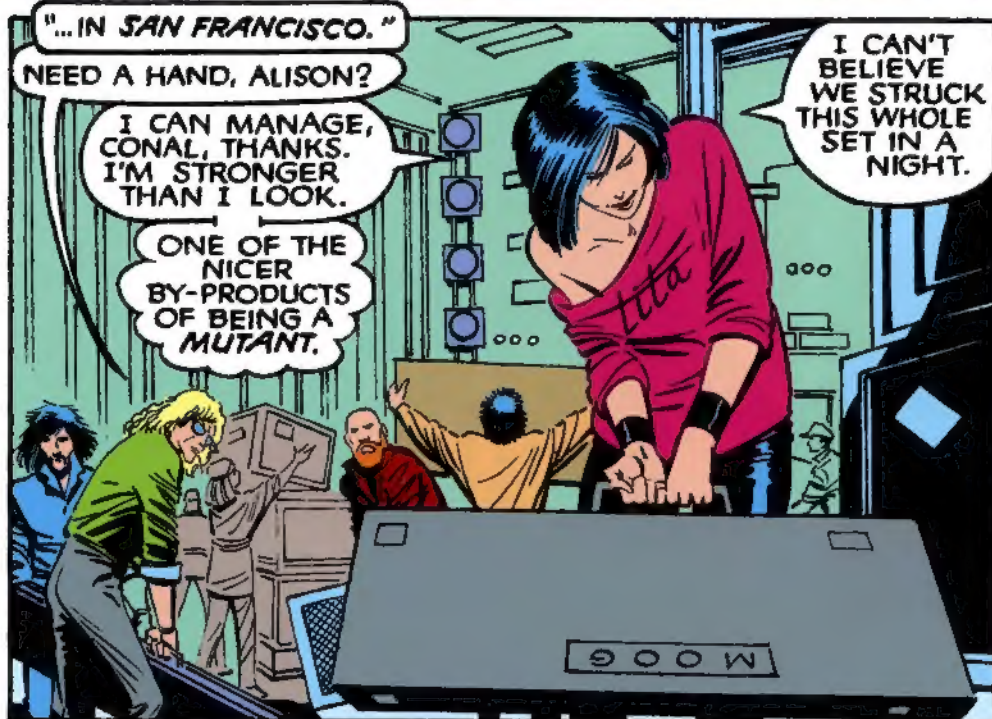
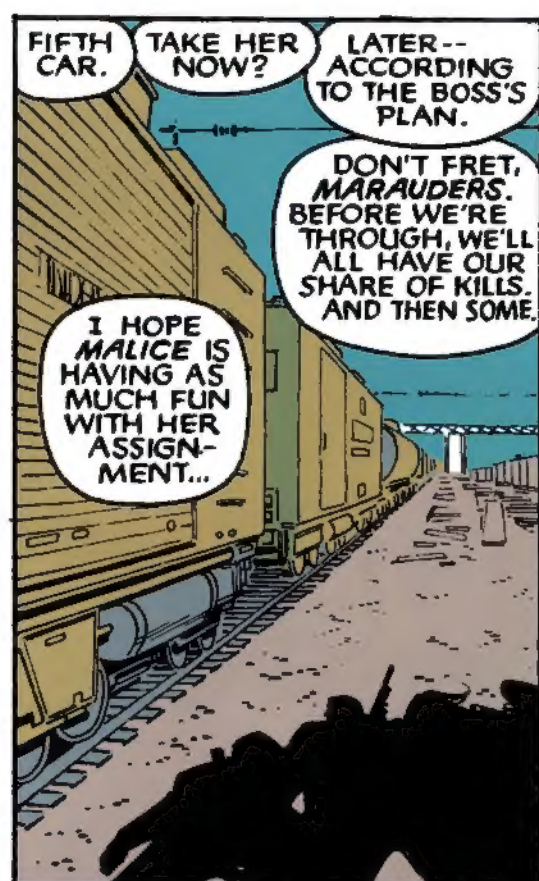
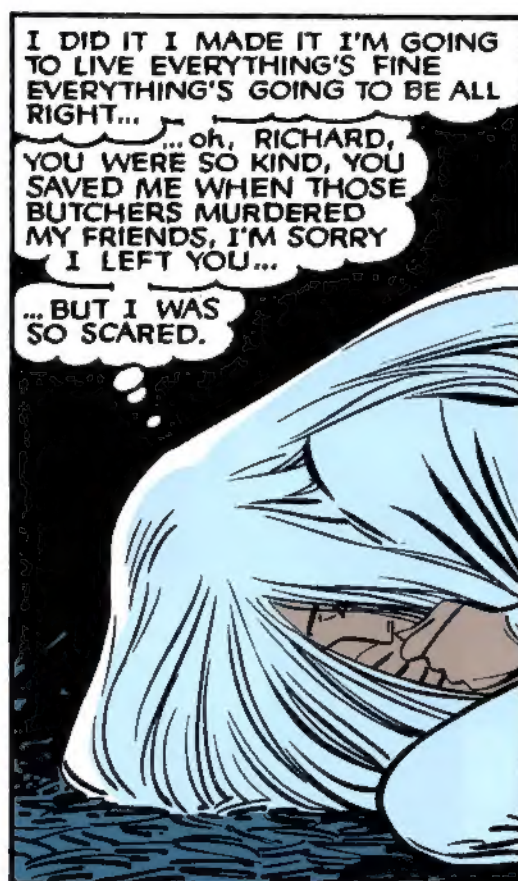
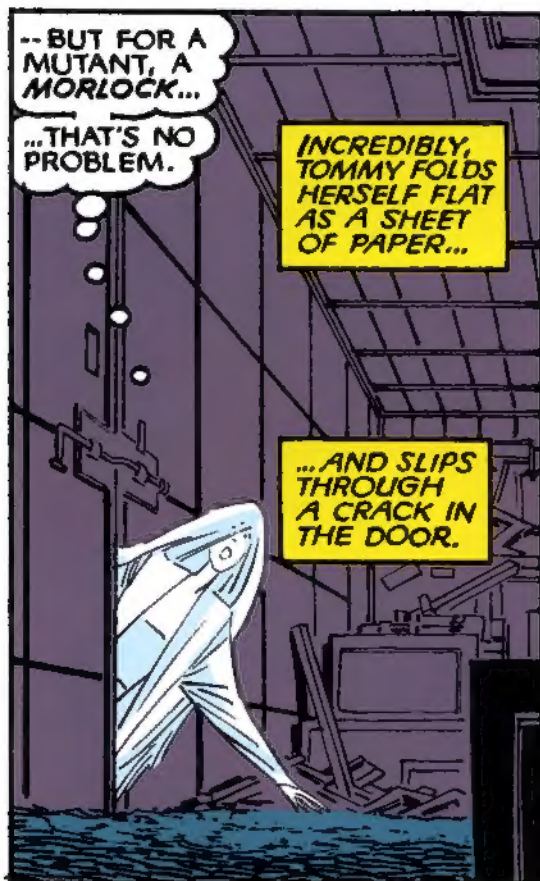
RICHARD!?!



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& DAN GREEN
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TOM ORZECOWSKI, LETTERER
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JIM SHOOTER, EDITOR IN CHIEF









I SHOULDN'T HAVE YELLED. THEY MEANT WELL. AND THEY'RE RIGHT.

I'VE NO BUSINESS PLAYING THE PRIMA DONNA. LILA CHENEY'S THE STAR, NOT ME.

I SING AS WELL. I LOOK AS GOOD.

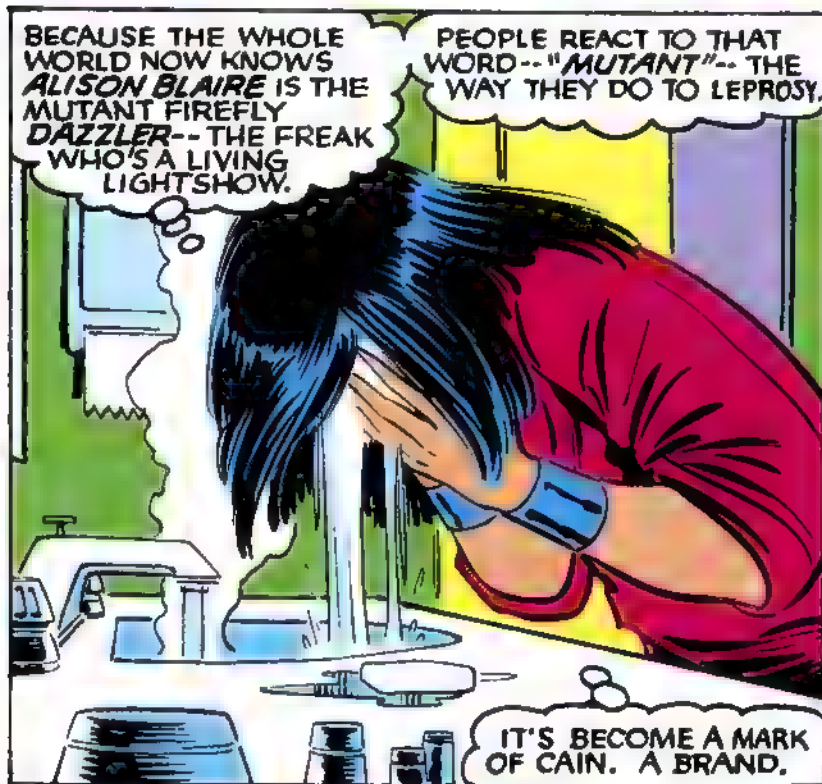
I JUST DIDN'T GET THE BREAKS.



ACTUALLY, I LOOK AWFUL.

Sigh!

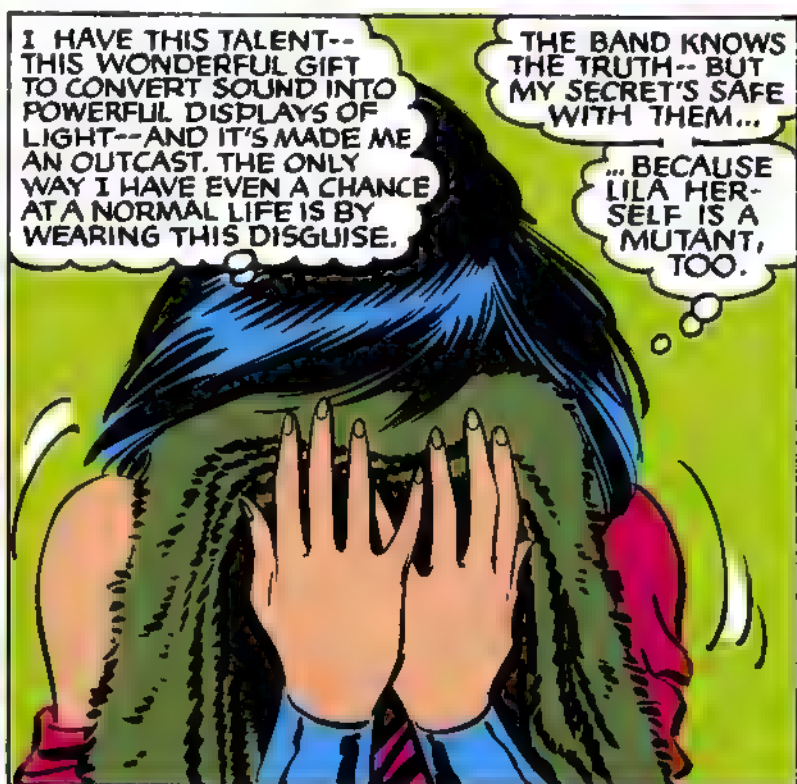
I REALLY MISS BEING A BLONDE. I'M LIVING A LIE-- AND I HATE IT!



BECAUSE THE WHOLE WORLD NOW KNOWS ALISON BLAIRE IS THE MUTANT FIREFLY DAZZLER-- THE FREAK WHO'S A LIVING LIGHTSHOW.

PEOPLE REACT TO THAT WORD-- "MUTANT"-- THE WAY THEY DO TO LEPROSY.

IT'S BECOME A MARK OF CAIN. A BRAND.



I HAVE THIS TALENT-- THIS WONDERFUL GIFT TO CONVERT SOUND INTO POWERFUL DISPLAYS OF LIGHT-- AND IT'S MADE ME AN OUTCAST. THE ONLY WAY I HAVE EVEN A CHANCE AT A NORMAL LIFE IS BY WEARING THIS DISGUISE.

THE BAND KNOWS THE TRUTH-- BUT MY SECRET'S SAFE WITH THEM...

... BECAUSE LILA HERSELF IS A MUTANT, TOO.



I OWE HER SO MUCH...

... BUT I HATE OWING ANYONE ANYTHING!

I WANTED-- I NEEDED-- SO BADLY TO MAKE IT ON MY OWN. TO PROVE TO MY DAD I--

--GASP!

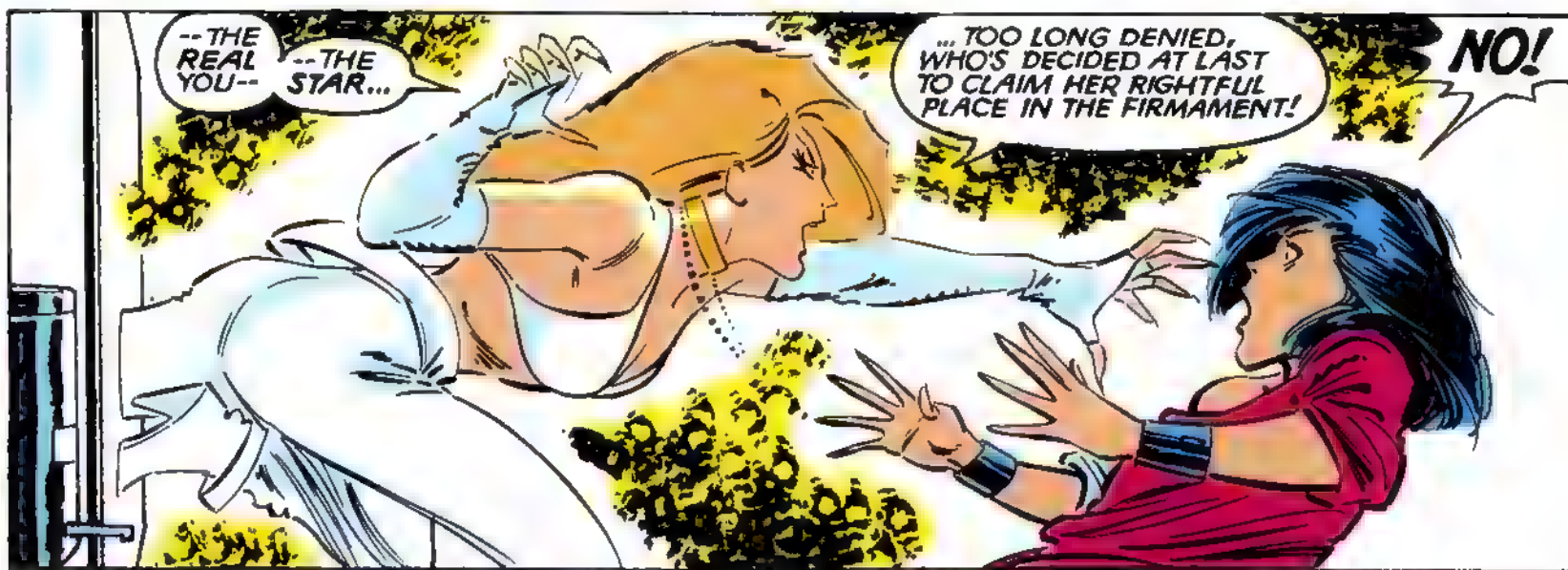


HI.

THE MIRROR-- MY REFLECTION-- WHAT?!!

I'M MALICE, ALISON.

I'M YOU--

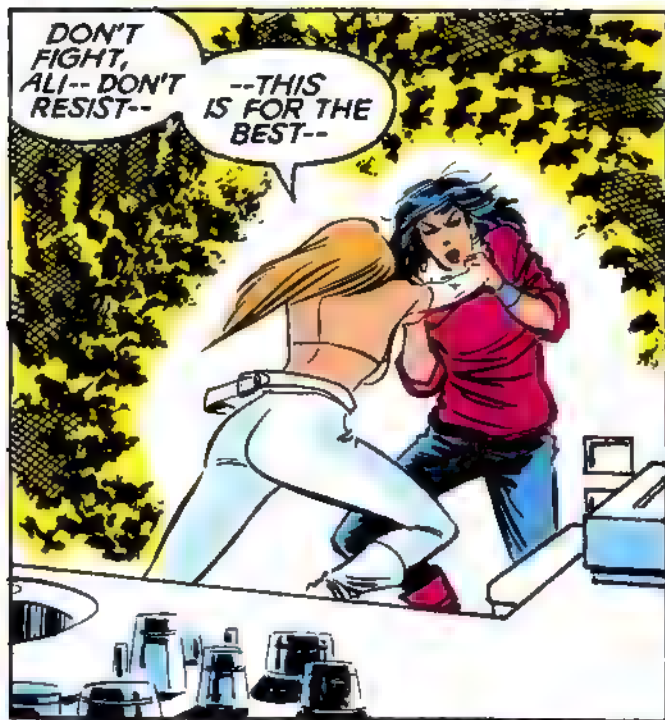


-- THE REAL YOU--

-- THE STAR...

... TOO LONG DENIED, WHO'S DECIDED AT LAST TO CLAIM HER RIGHTFUL PLACE IN THE FIRMAMENT!

NO!



DON'T FIGHT, ALI-- DON'T RESIST--

--THIS IS FOR THE BEST--



-- IT'S WHAT YOU REALLY WANT!

GET AWAY!



Ooohhhhhh...!

WHERE--?! WHAT--?!?

WOW!

I MUST HAVE GENERATED SO INTENSE A LIGHT BLAST-- IN MY PANIC-- I KNOCKED MYSELF UNCONSCIOUS. WONDER HOW LONG I WAS OUT?

THAT WOMAN-- CREATURE-- GONE!



REFLECTION'S NORMAL!

AN HALLUCINATION, THEN-- HAD TO BE-- I MEAN, DEMONS POPPING OUT OF MIRRORS, GIMME A BREAK!

I'M MORE EXHAUSTED THAN I THOUGHT.

BETTER WATCH THAT--

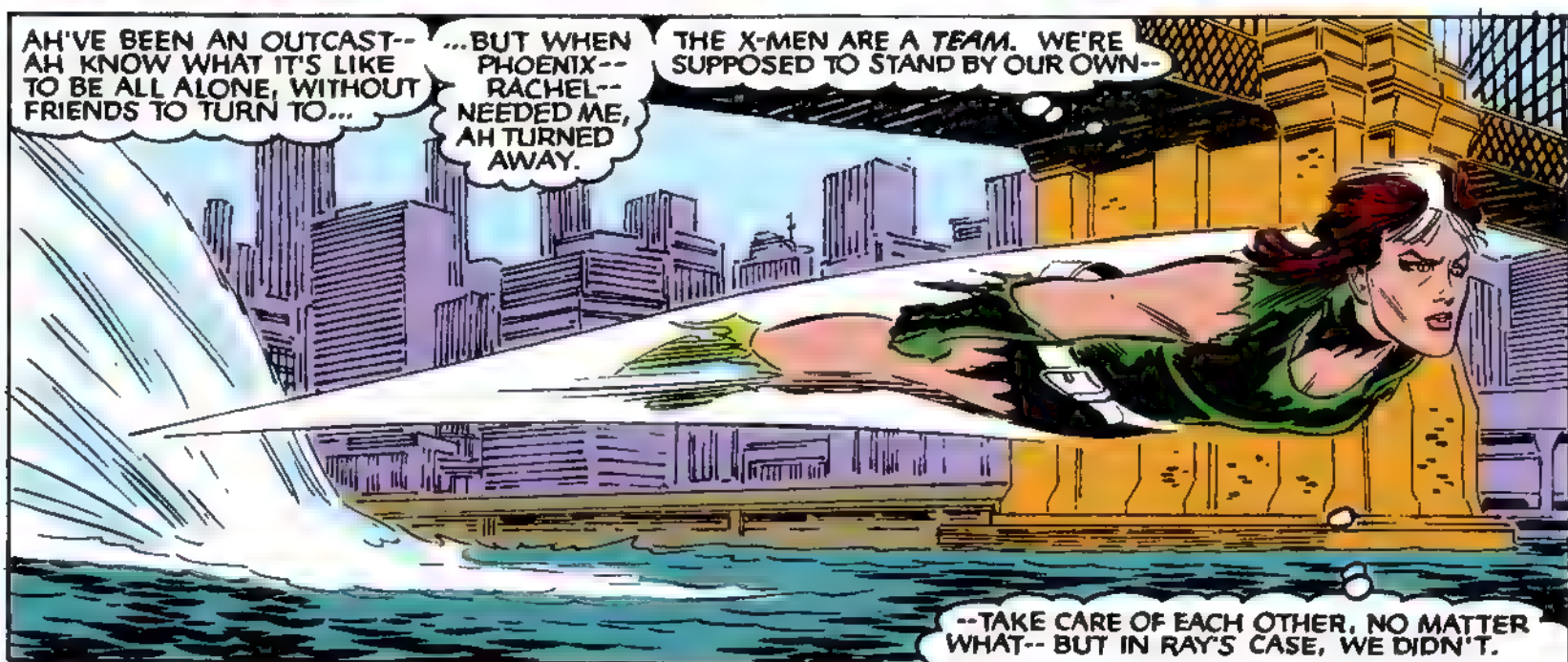
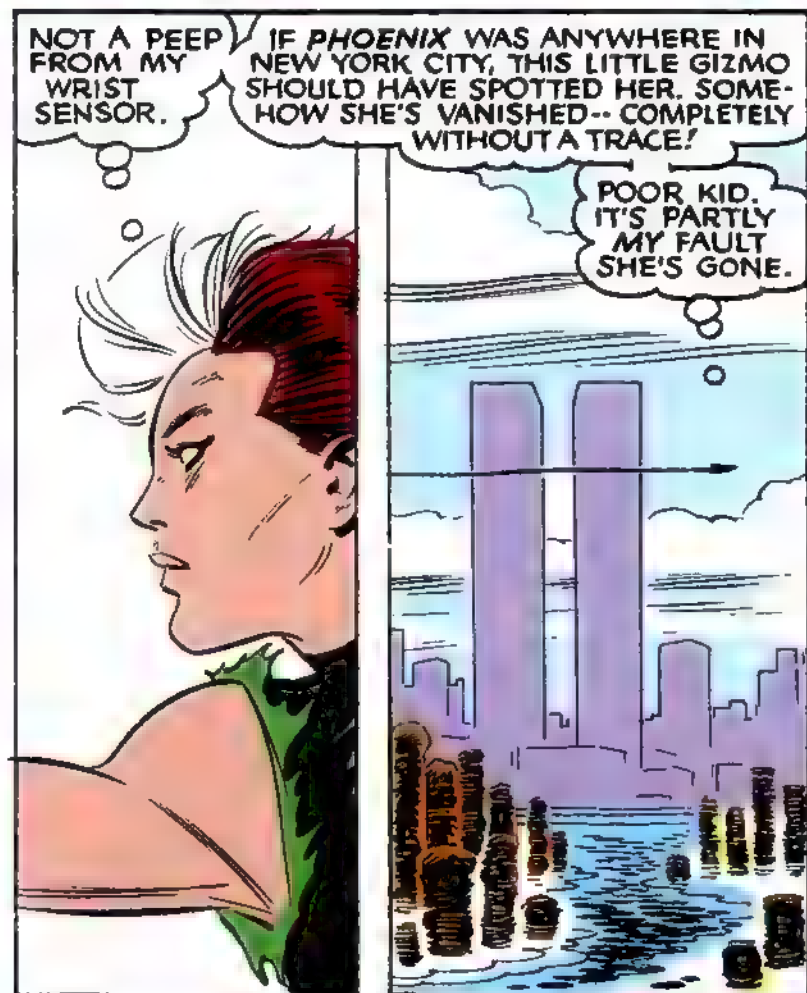
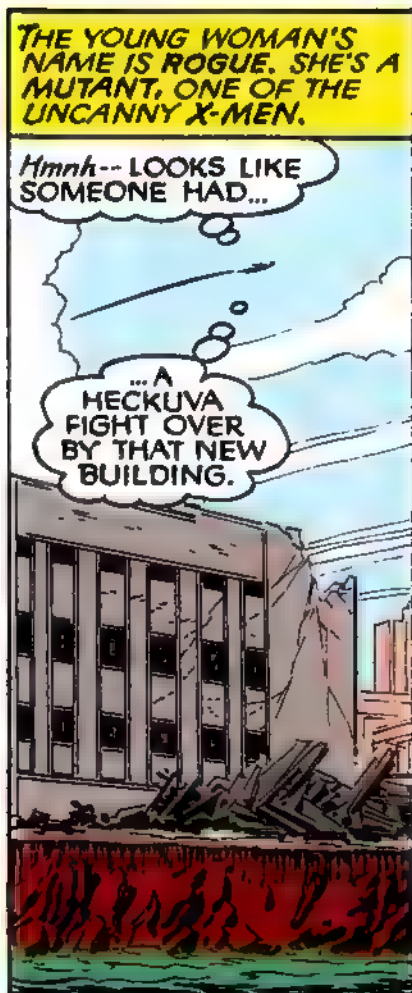
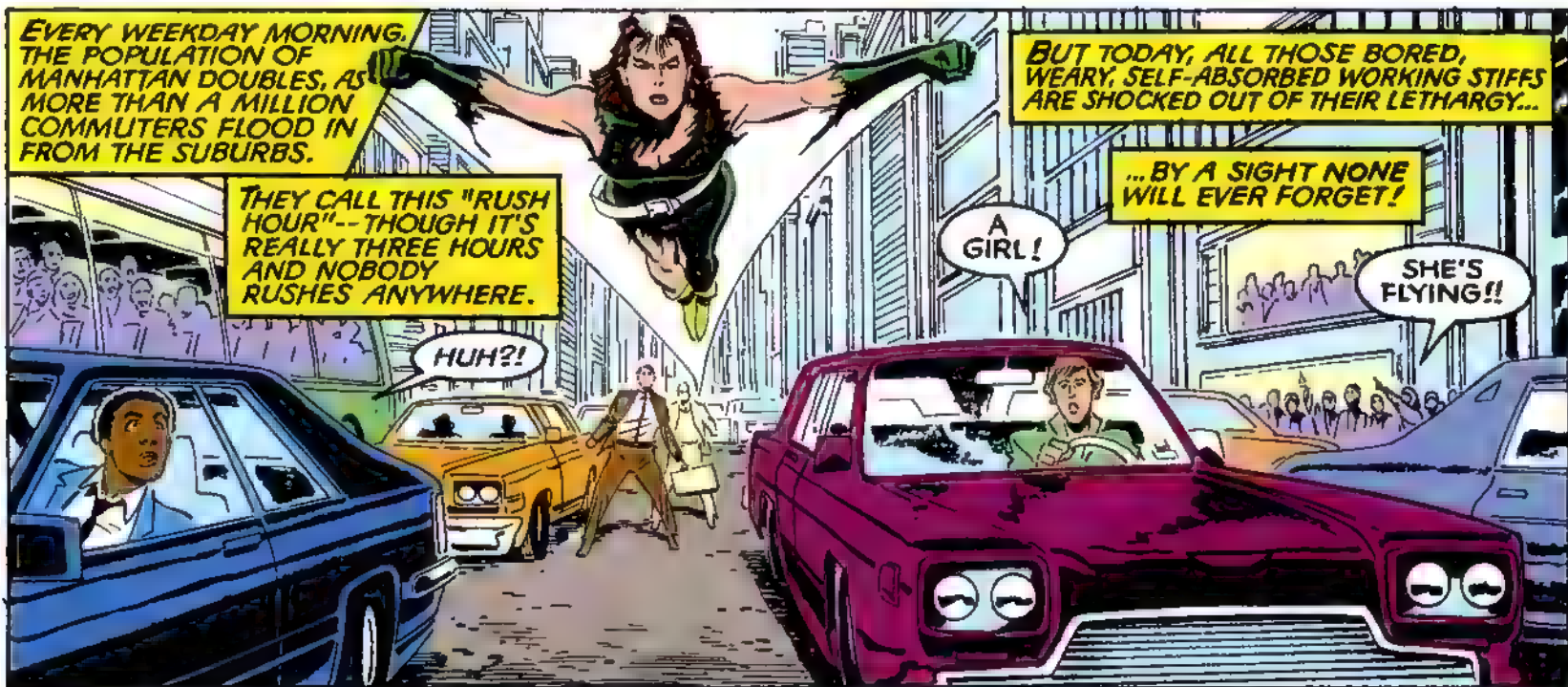


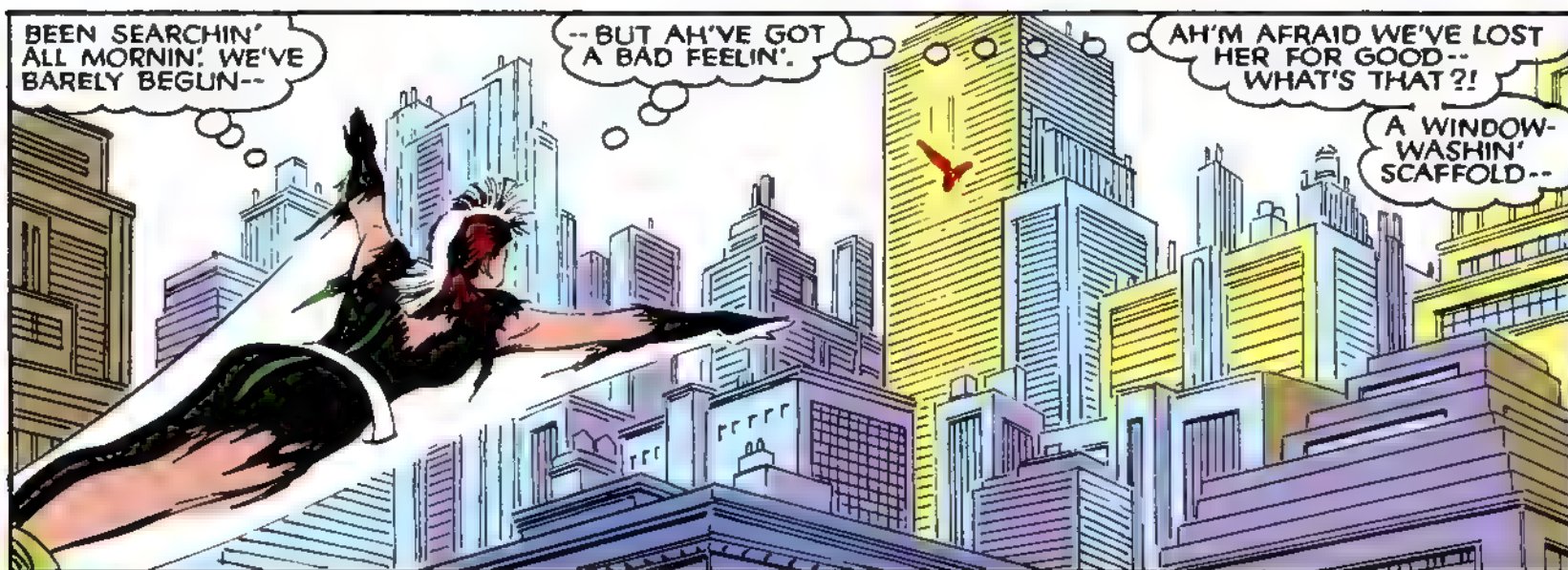
--FATIGUE CAN PLAY SOME PRETTY WEIRD, NASTY TRICKS ON THE HEAD.

I LIKE THIS CHOKER. JUST MY STYLE.

BEDTIME, GIRL.

WITH HOPEFULLY SWEET DREAMS. YOU'VE EARNED 'EM.





BEEN SEARCHIN' ALL MORNIN'. WE'VE BARELY BEGUN--

-- BUT AH'VE GOT A BAD FEELIN'.

AH'M AFRAID WE'VE LOST HER FOR GOOD-- WHAT'S THAT?!

A WINDOW-WASHIN' SCAFFOLD--



"-- IT'S GIVIN' WAY!"

JOEY!

GUIDO !!



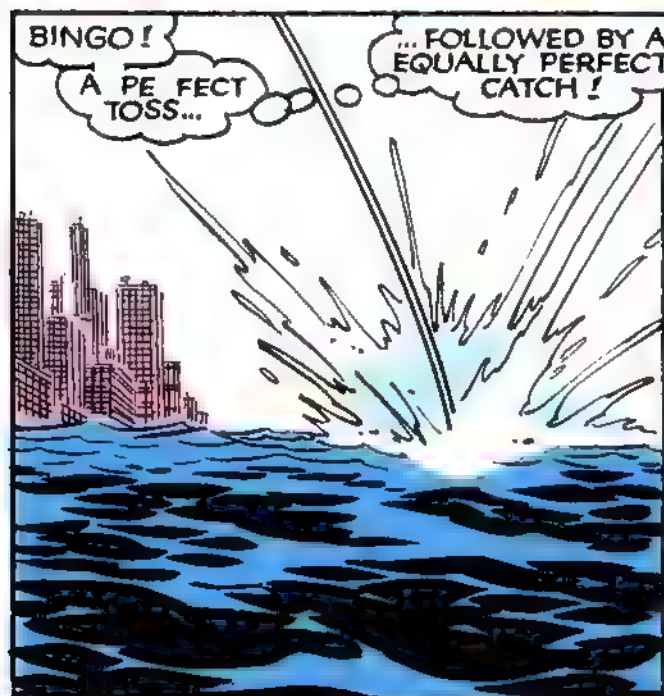
FIFTY STORIES UP-- PLENTY OF TIME.

PLATFORM FIRST--

-- CAN'T HAVE IT FALLING ON THE STREET BELOW.



EAST RIVER'S CLEAR OF TRAFFIC--!



BINGO!

A PE FECT TOSS...

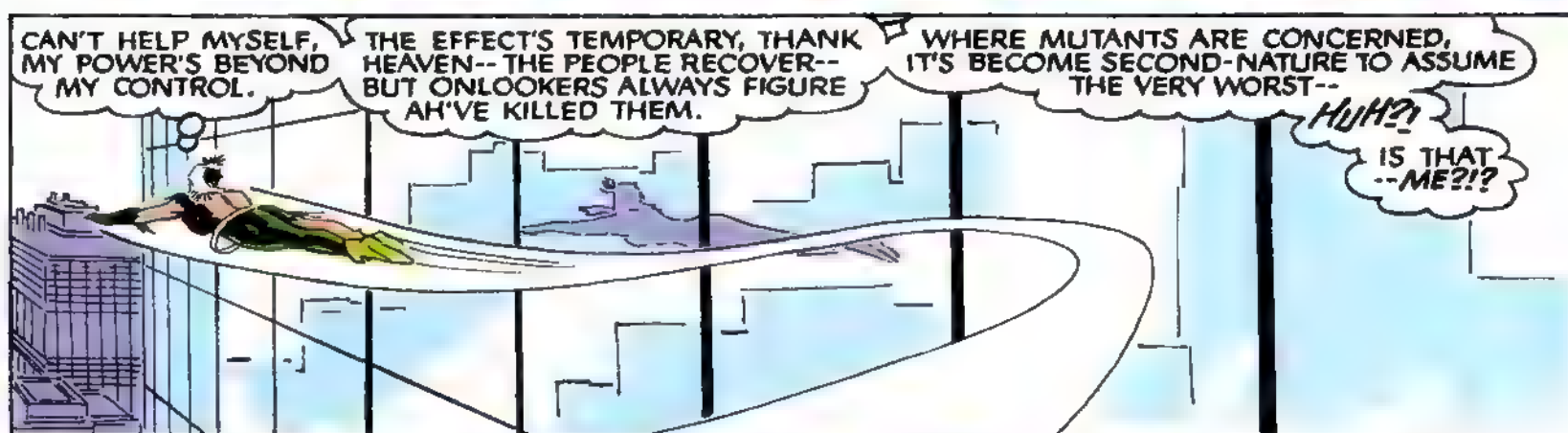
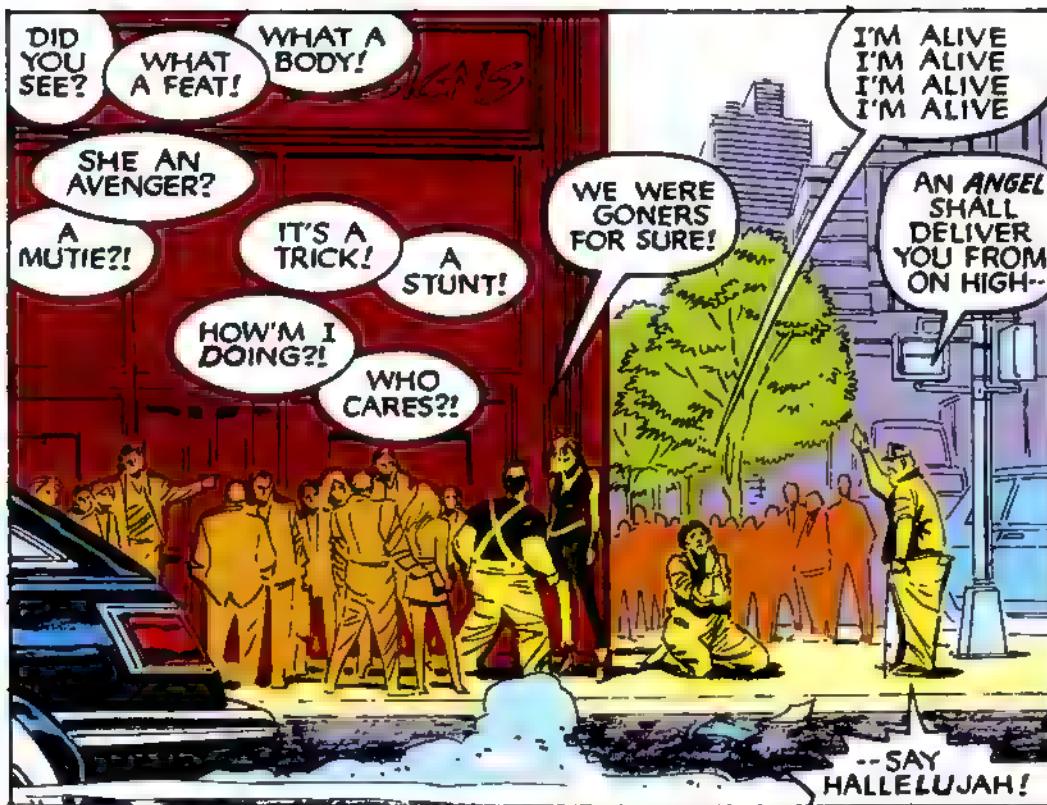
... FOLLOWED BY AN EQUALLY PERFECT CATCH!

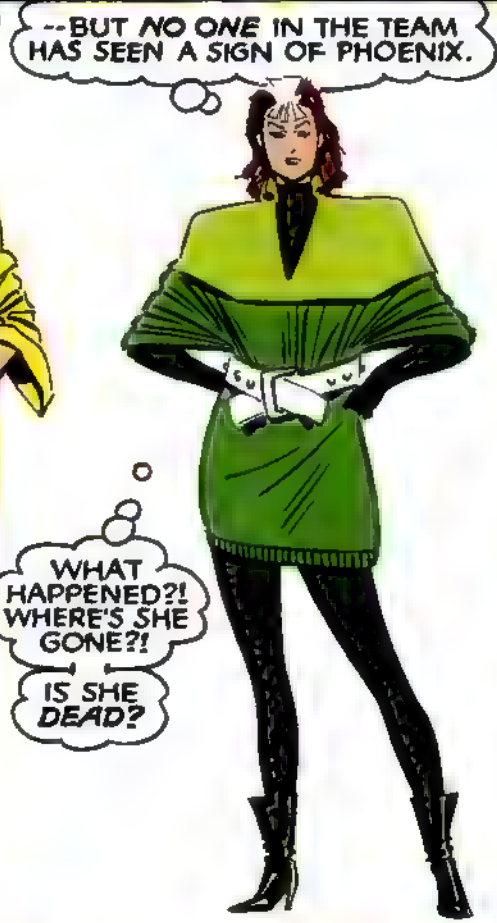
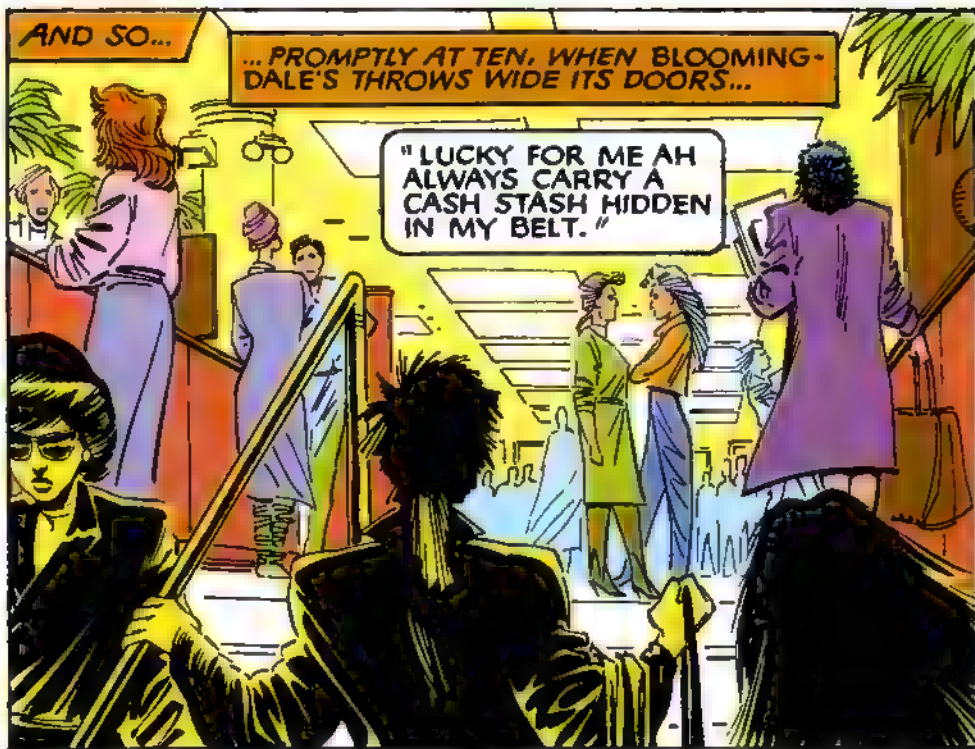


CAREFUL, GIRL-- CAREFUL! DON'T WANT TO LET MY BARE SKIN TOUCH THEIRS!

SANCTISSIMA-- HOLY VIRGIN-- JOEY, WE BEEN SAVED!

DEAD I'M DEAD I'M DEAD I'M DEAD I'M



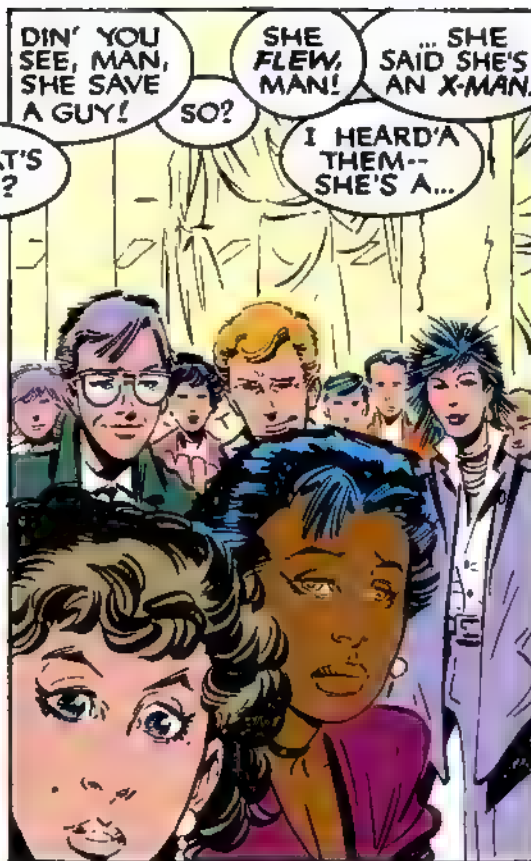




NICE. REAL NICE.

WONDER HOW LONG IT'LL LAST?

WHAT'S UP?



DIN' YOU SEE, MAN, SHE SAVE A GUY!

SO?

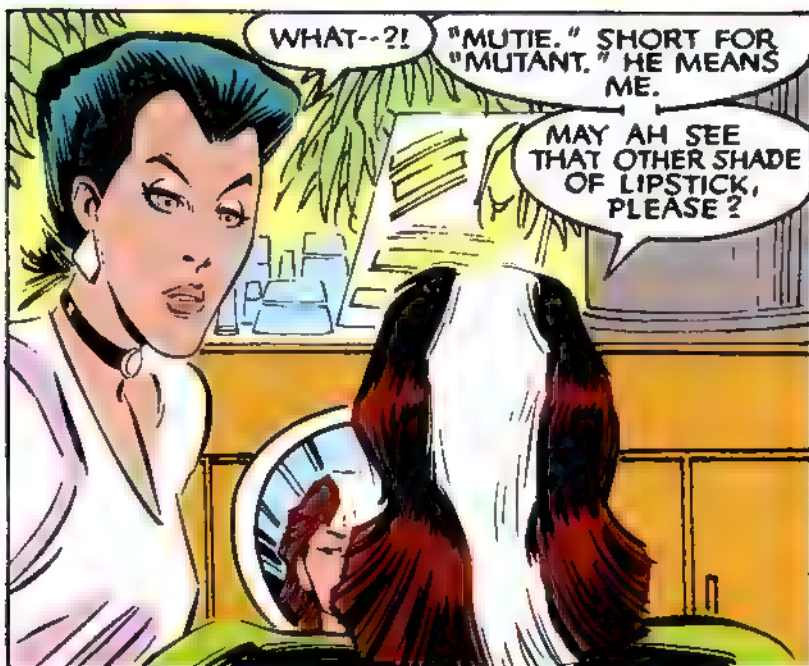
SHE FLEW, MAN!

SHE SAID SHE'S AN X-MAN.

I HEARD'A THEM-- SHE'S A...



MUTIE-- --YOU DON'T BELONG IN A DECENT STORE, AMONG DECENT-- HUMAN-- PEOPLE!



WHAT--?!

"MUTIE." SHORT FOR "MUTANT." HE MEANS ME.

MAY AH SEE THAT OTHER SHADE OF LIPSTICK, PLEASE?



YOU CAN'T IGNORE ME, MUTIE!

WANNA BET?

I'M CALLING X-FACTOR!

BE MY GUEST.

WHO ARE THEY?



YOU'LL FIND OUT-- THE HARD WAY-- WHEN THEY TAKE CARE OF YOU AND YOUR ROTTEN KIND FOR GOOD!

YO!

ACE!



YOU TALK NICE TO THE LADY, OR YOU ANSWER TO ME.

I BEG YOUR PARDON--!

NO-- YOU BEG HERS. IF NOT FOR HER, ME AN' MY PARTNER'D BE SPLATTERED ALL OVER LEXINGTON AVENUE!



DON'T MATTER, SHE'S A MUTANT-- ANYMORE'N IT DOES I'M CALABRESE OR JOEY'S BLACK! SHE SAVED OUR LIVES. THAT'S WHAT COUNTS.

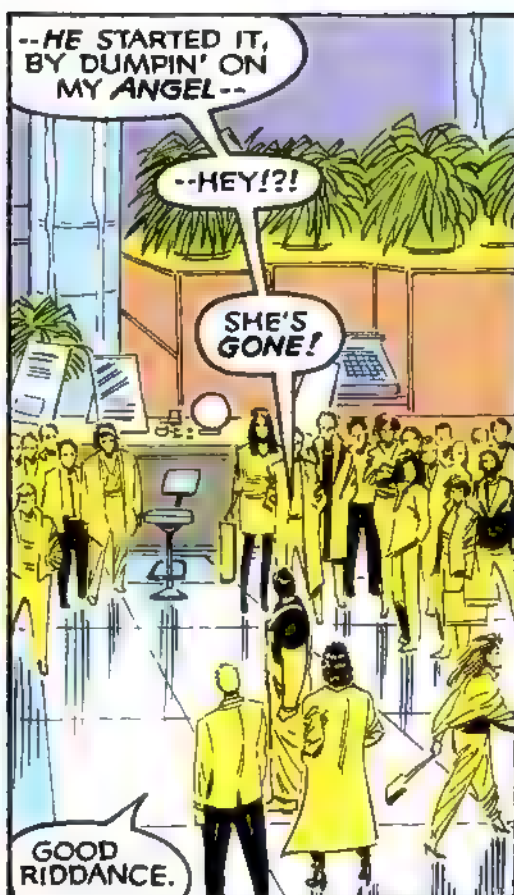
YOU IGNORANT, LITTLE--!

WANNA MAKE SOMETHIN' OF IT?!



GENTLEMEN! GENTLEMEN!! DON'T YOU DARE FIGHT IN HERE-- --THIS IS BLOOMINGDALE'S!!!

AIN'T MY FAULT, MISS--



--HE STARTED IT, BY DUMPIN' ON MY ANGEL--

--HEY!?!--

SHE'S GONE!

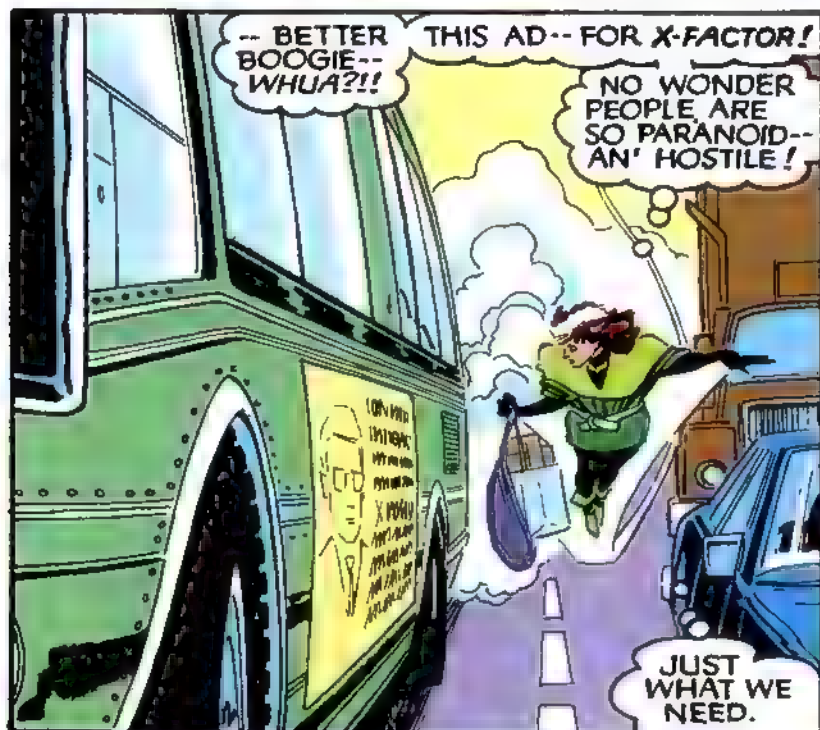
GOOD RIDDANCE.



YET ANOTHER MOMENT FOR DISCRETION TO PROVE THE BETTER PART OF VALOR.

DARN IT!

AH'M RUNNIN' LATE--

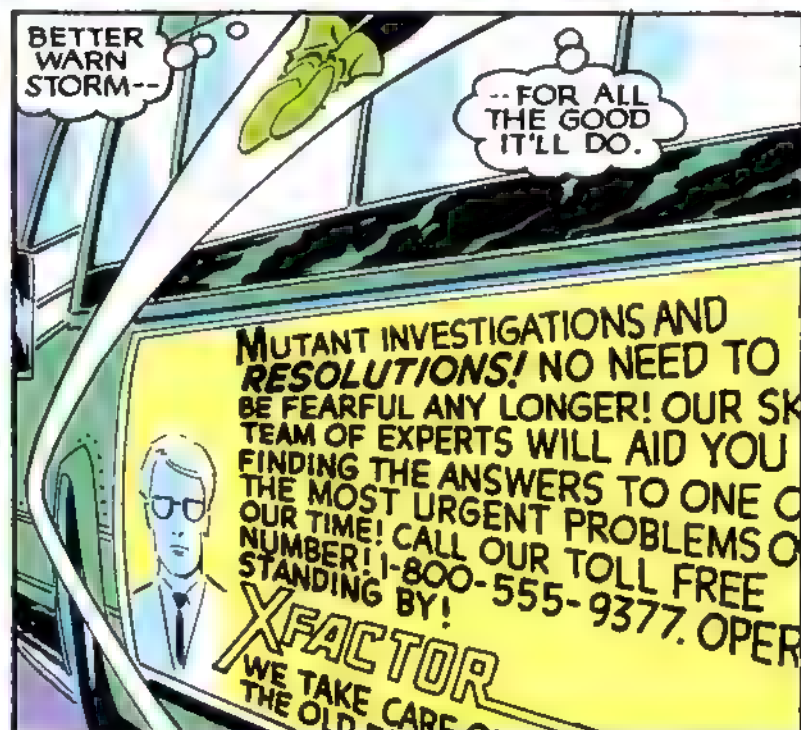


-- BETTER BOOGIE-- WHUA?!!--

THIS AD-- FOR X-FACTOR!

NO WONDER PEOPLE ARE SO PARANOID-- AN' HOSTILE!

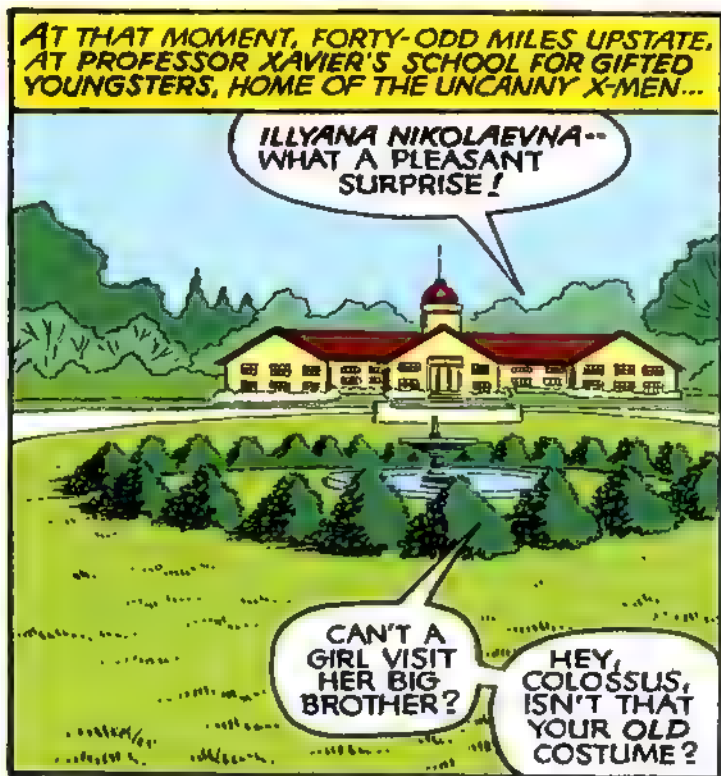
JUST WHAT WE NEED.



BETTER WARN STORM--

-- FOR ALL THE GOOD IT'LL DO.

MUTANT INVESTIGATIONS AND RESOLUTIONS! NO NEED TO BE FEARFUL ANY LONGER! OUR SK TEAM OF EXPERTS WILL AID YOU FINDING THE ANSWERS TO ONE OF THE MOST URGENT PROBLEMS OF OUR TIME! CALL OUR TOLL FREE NUMBER! 1-800-555-9377. OPER X-FACTOR WE TAKE CARE OF THE OLD.



AT THAT MOMENT, FORTY-ODD MILES UPSTATE, AT PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, HOME OF THE UNCANNY X-MEN...

ILLYANA NIKOLAEVNA-- WHAT A PLEASANT SURPRISE!

CAN'T A GIRL VISIT HER BIG BROTHER?

HEY, COLOSSUS, ISN'T THAT YOUR OLD COSTUME?



DA. MY ORIGINAL X-MAN UNIFORM. ALL MY NEW ONES ARE RUINED.

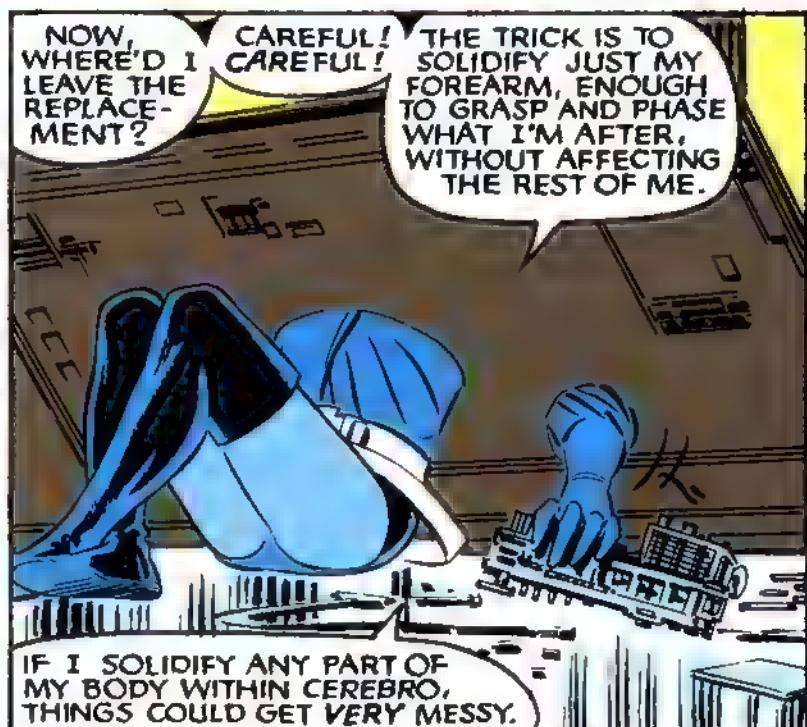
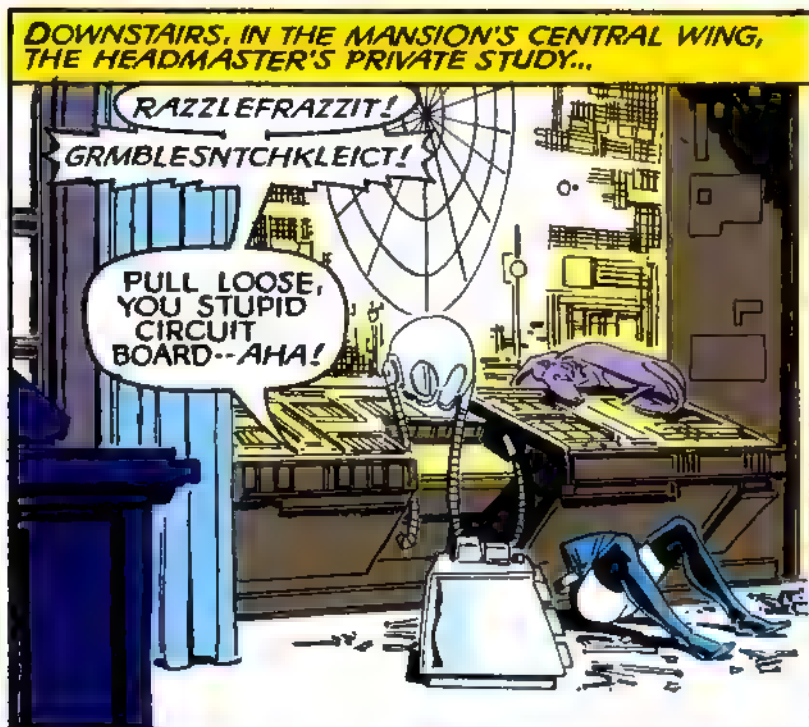
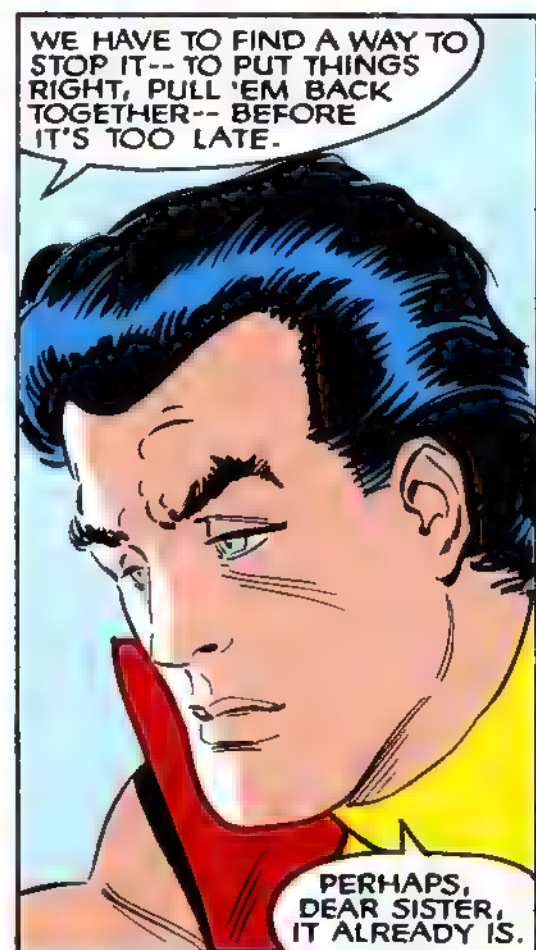
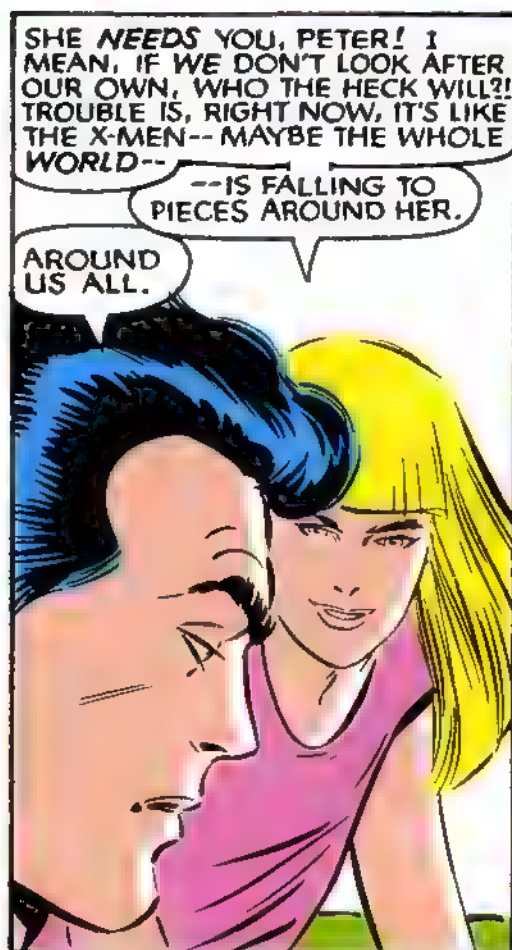
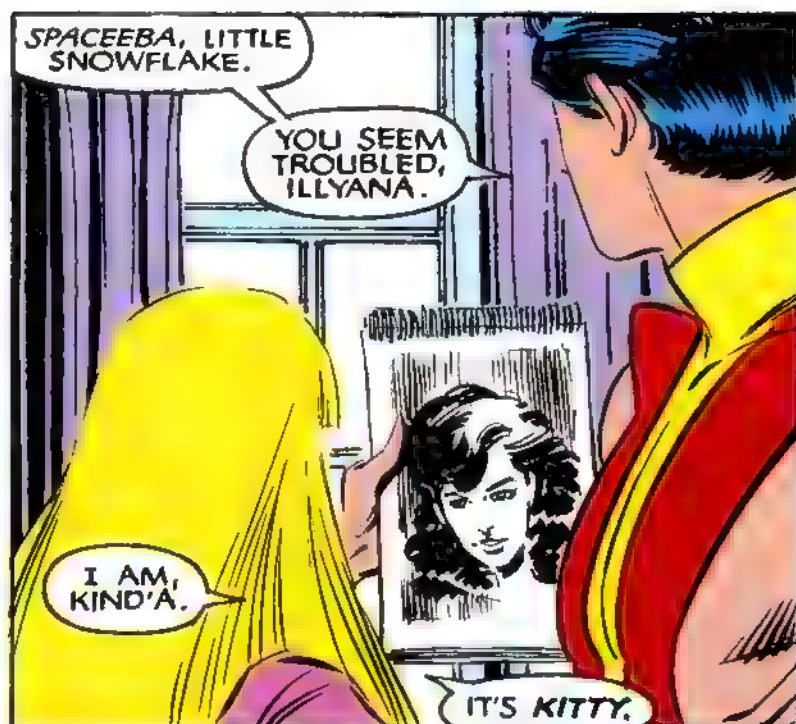
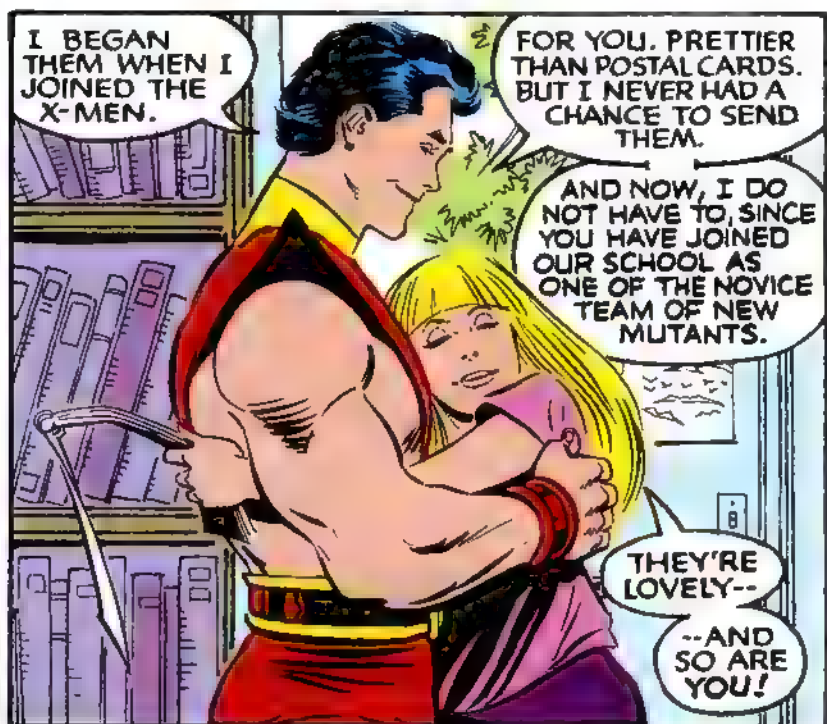
REALLY BRIGHT COLORS, PETER.

I WAS "NEW WAVE" BEFORE MY TIME.

PUH-LEEZ!

ARE THESE SKETCHES YOURS?

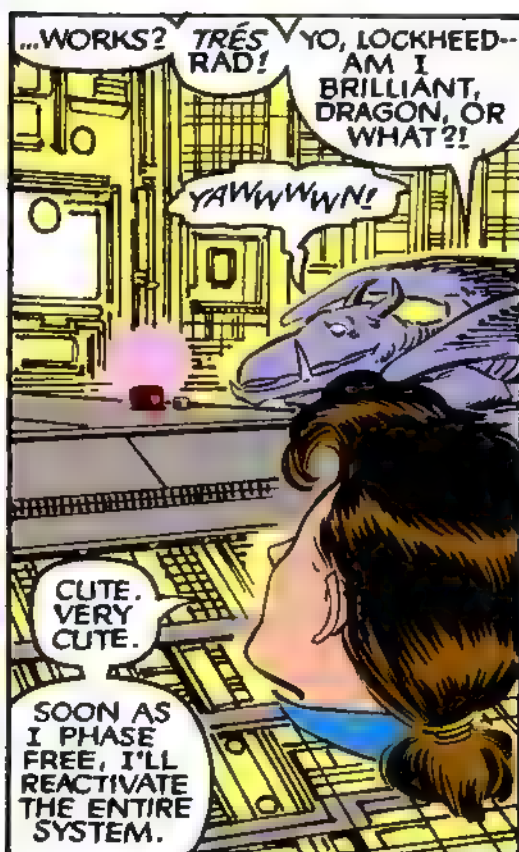
YES, AGAIN.





VOILÀ!

NOW TO SEE IF MY HARDWARE MODIFICATION...



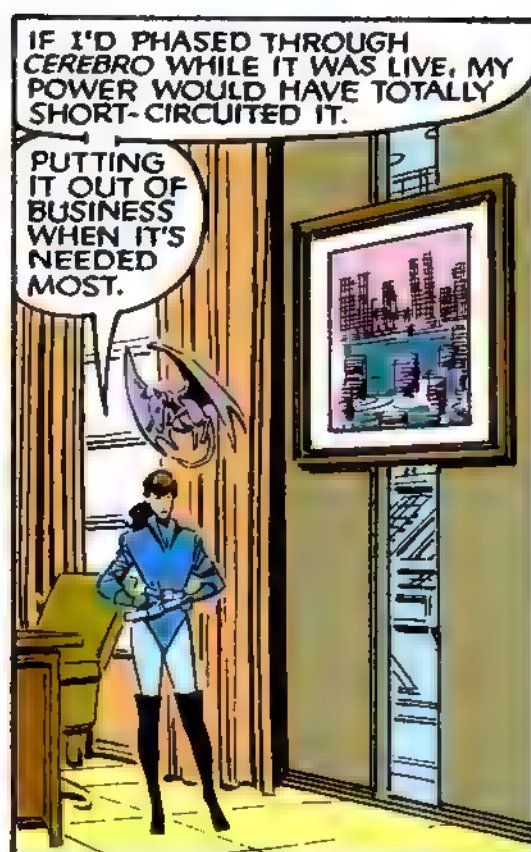
...WORKS? TRÉS RAD!

YO, LOCKHEED--AM I BRILLIANT, DRAGON, OR WHAT?!

YAWWWWN!

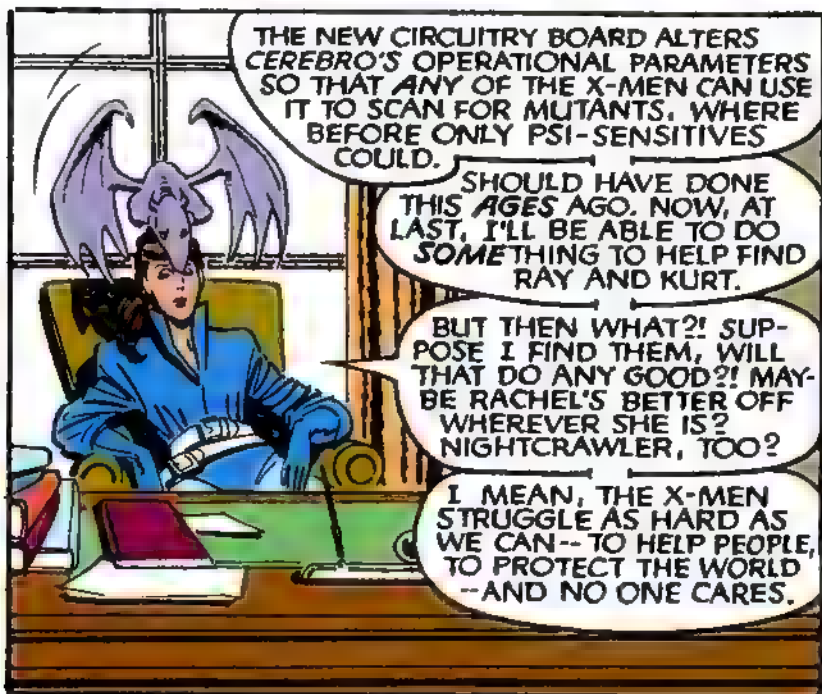
CUTE. VERY CUTE.

SOON AS I PHASE FREE, I'LL REACTIVATE THE ENTIRE SYSTEM.



IF I'D PHASED THROUGH CEREBRO WHILE IT WAS LIVE, MY POWER WOULD HAVE TOTALLY SHORT-CIRCUITED IT.

PUTTING IT OUT OF BUSINESS WHEN IT'S NEEDED MOST.

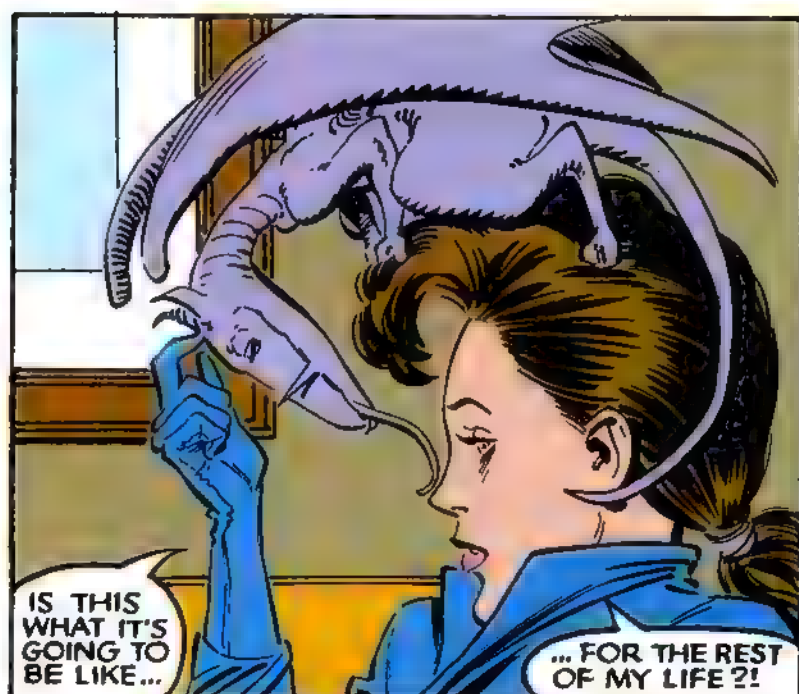


THE NEW CIRCUITRY BOARD ALTERS CEREBRO'S OPERATIONAL PARAMETERS SO THAT ANY OF THE X-MEN CAN USE IT TO SCAN FOR MUTANTS, WHERE BEFORE ONLY PSI-SENSITIVES COULD.

SHOULD HAVE DONE THIS AGES AGO. NOW, AT LAST, I'LL BE ABLE TO DO SOMETHING TO HELP FIND RAY AND KURT.

BUT THEN WHAT?! SUPPOSE I FIND THEM, WILL THAT DO ANY GOOD?! MAYBE RACHEL'S BETTER OFF WHEREVER SHE IS? NIGHTCRAWLER, TOO?

I MEAN, THE X-MEN STRUGGLE AS HARD AS WE CAN-- TO HELP PEOPLE, TO PROTECT THE WORLD--AND NO ONE CARES.



IS THIS WHAT IT'S GOING TO BE LIKE...

... FOR THE REST OF MY LIFE?!



QUITE POSSIBLY.

BE NICE IF THINGS OCCASIONALLY GOT BETTER.

AND IF NOT, WHAT? YOU WISH TO QUIT?!



WHAT I WISH, COMRADE PIOTR NIKOLIEVITCH RASPUTIN--WHAT I REALLY WANT--IS A SUPER HOT FUDGE QUAD-SCOOP SUNDAE BANANA-RAMA SPLIT WITH ALL THE TRIMMINGS.

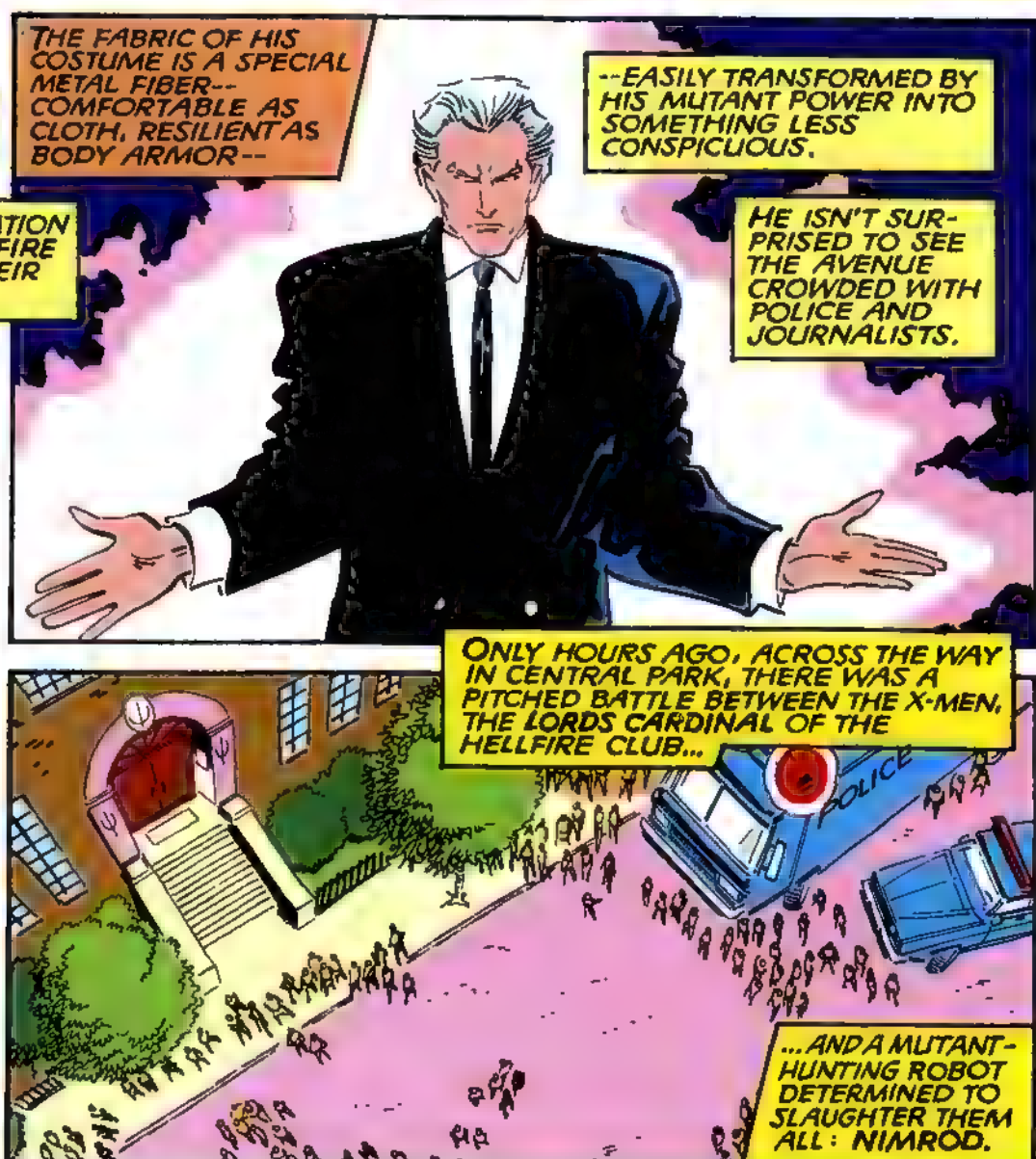
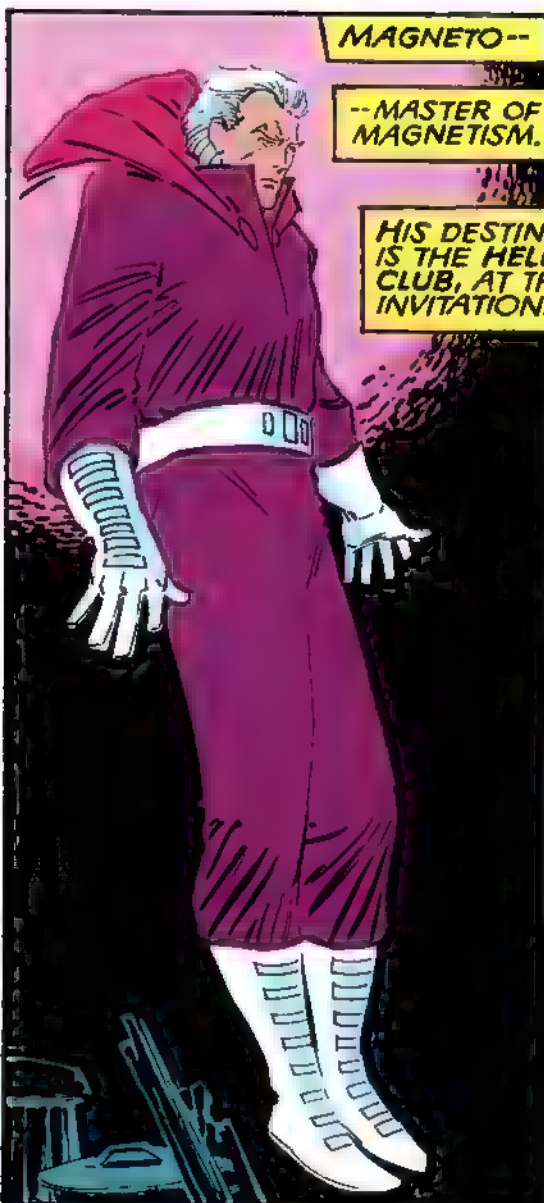
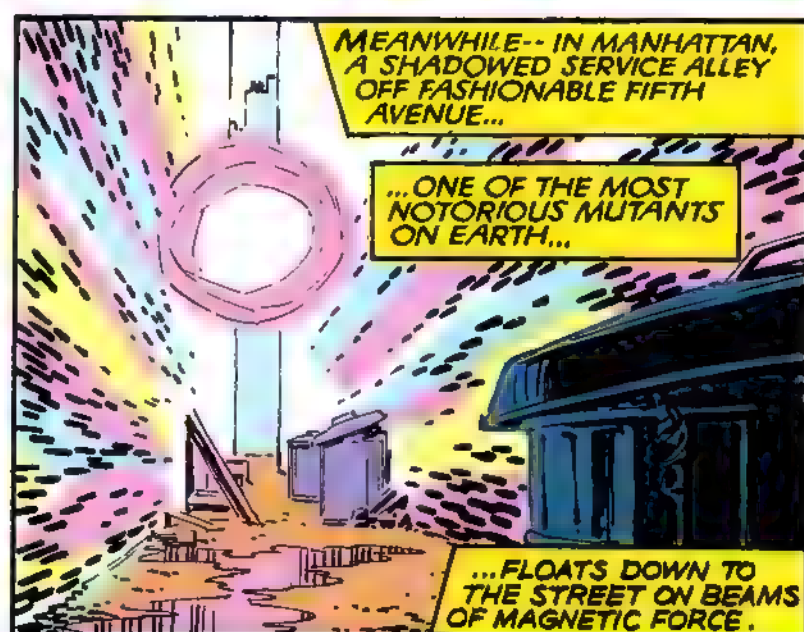
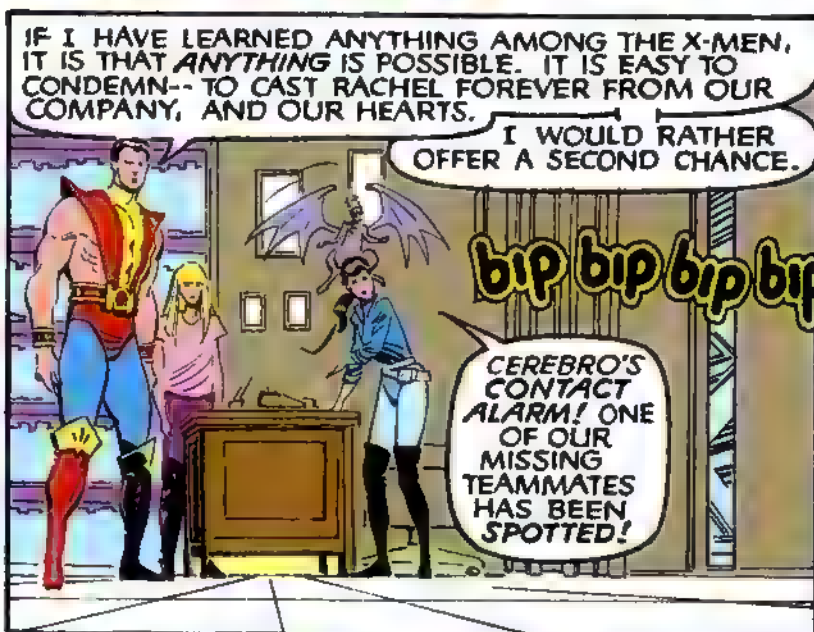
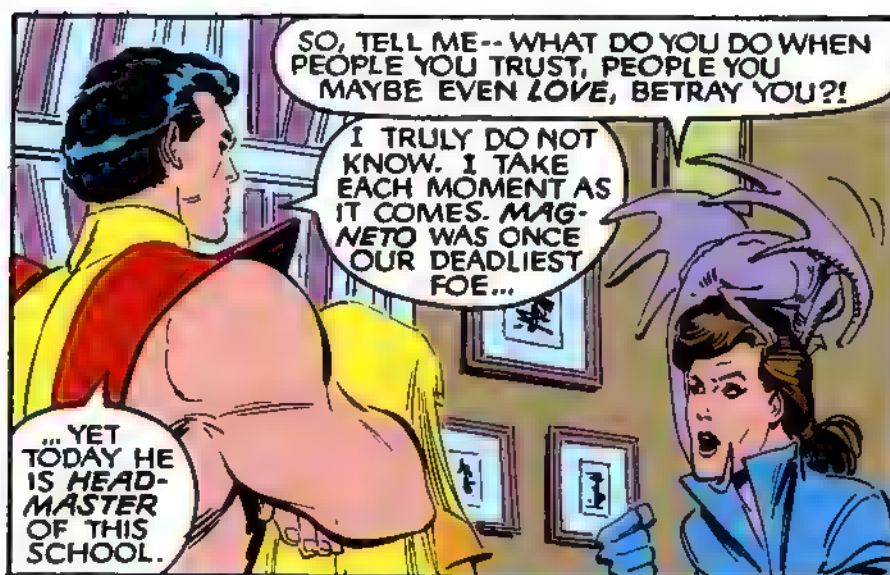
YUM!



GROSS! THAT'S DISGUSTING!

AIN'T IT, THOUGH? BUT TASTY!

DO NOT CHANGE THE SUBJECT, KITTY.





"AN' THE CITY WANTS TO THANK YOU GUYS FOR SHOWING UP!"

IT LOOKS LIKE WE MISSED THE FIREWORKS.

WHY DIDN'T YOU SUMMON THE AVENGERS?

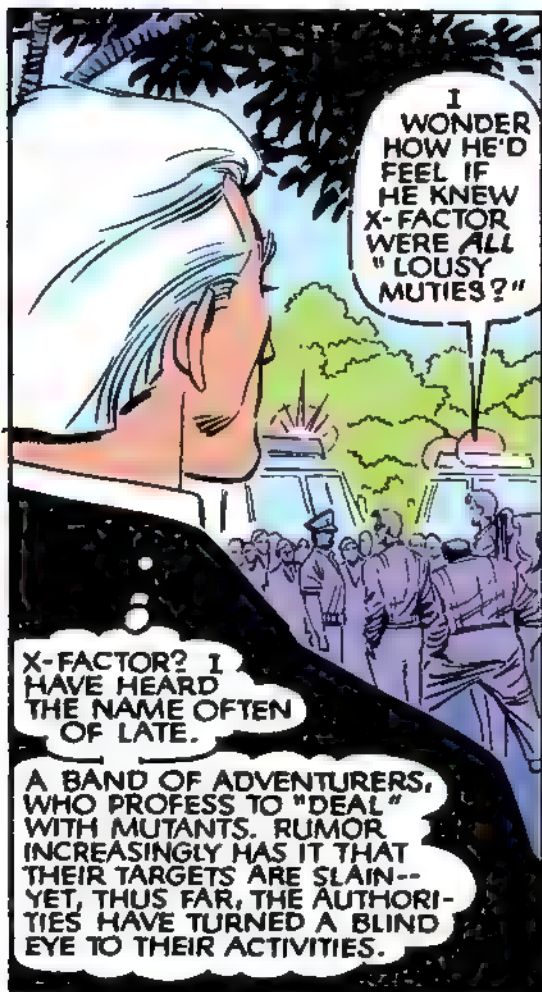
THEIR HEAD-QUARTERS IS RIGHT DOWN THE STREET.



DON'T TRUST 'EM. I'D RATHER DEAL WITH REAL HUMAN BEINGS, RATHER THAN ANY LOUSY MUTIES.

BUT-- THEY'RE NOT MUTANTS, THEY'RE SUPER-BEINGS.

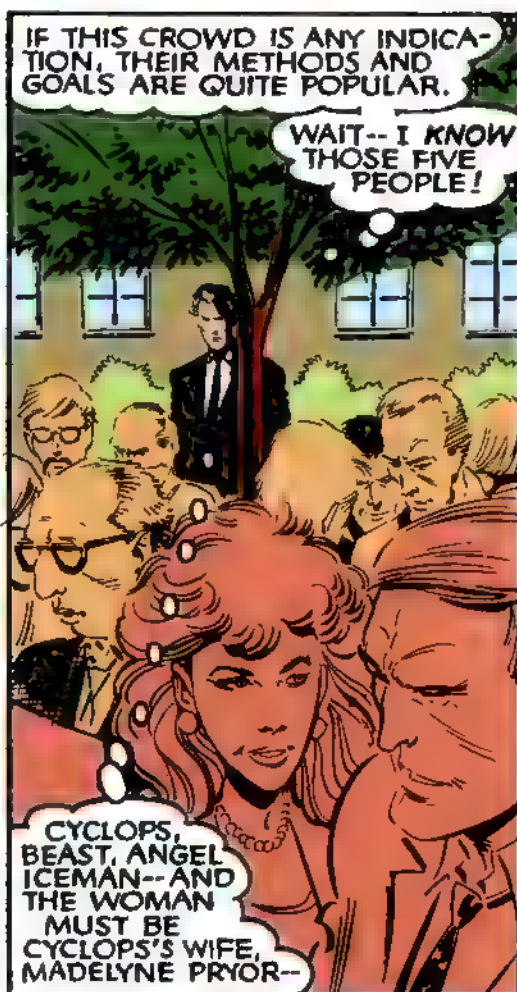
WHAT'S THE DIFFERENCE?!



I WONDER HOW HE'D FEEL IF HE KNEW X-FACTOR WERE ALL "LOUSY MUTIES?"

X-FACTOR? I HAVE HEARD THE NAME OFTEN OF LATE.

A BAND OF ADVENTURERS, WHO PROFESS TO "DEAL" WITH MUTANTS. RUMOR INCREASINGLY HAS IT THAT THEIR TARGETS ARE SLAIN-- YET, THUS FAR, THE AUTHORITIES HAVE TURNED A BLIND EYE TO THEIR ACTIVITIES.



IF THIS CROWD IS ANY INDICATION, THEIR METHODS AND GOALS ARE QUITE POPULAR.

WAIT-- I KNOW THOSE FIVE PEOPLE!

CYCLOPS, BEAST, ANGEL, ICEMAN-- AND THE WOMAN MUST BE CYCLOPS'S WIFE, MADELYNE PRIOR--



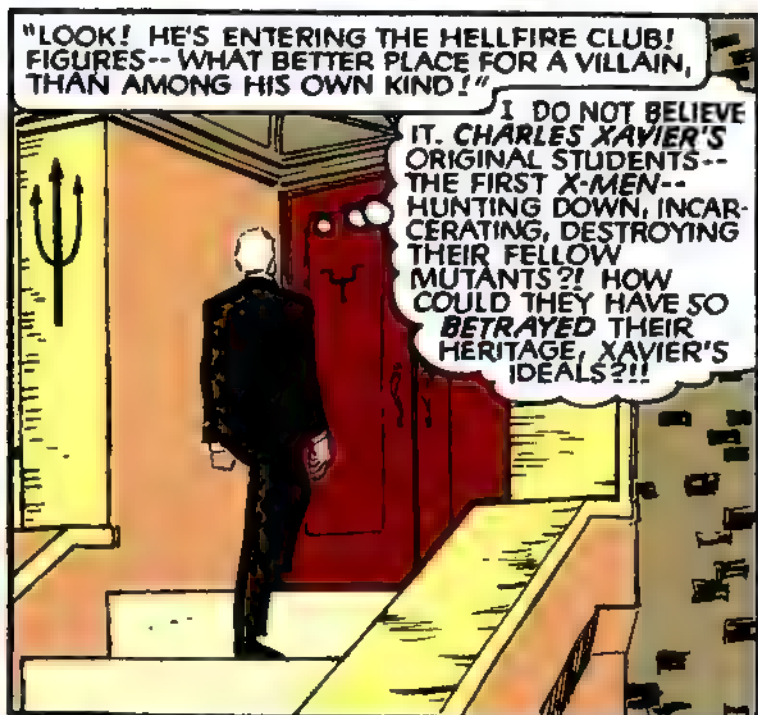
"-- THE SURVIVING MEMBERS OF THE ORIGINAL X-MEN!"

SCOTT-- ON THE SIDEWALK--

--MAGNETO!

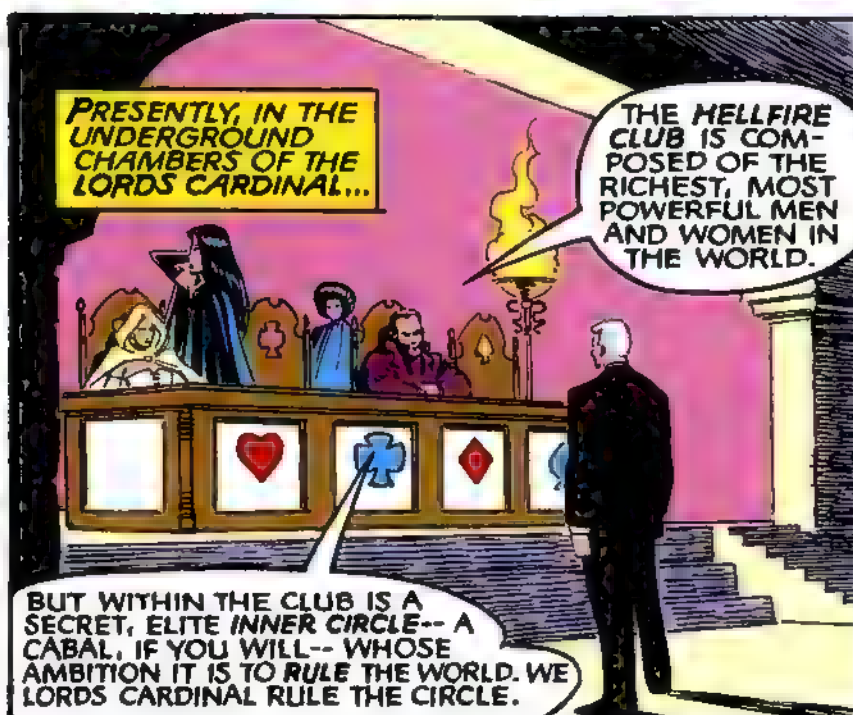
SHOULD WE DO SOMETHING?!

TOO BIG A CROWD, WARREN-- TOO GREAT A RISK OF BYSTANDERS BEING HURT-- WE'LL WAIT, AND WATCH. LET HIM MAKE THE NEXT MOVE.



"LOOK! HE'S ENTERING THE HELLFIRE CLUB! FIGURES-- WHAT BETTER PLACE FOR A VILLAIN, THAN AMONG HIS OWN KIND!"

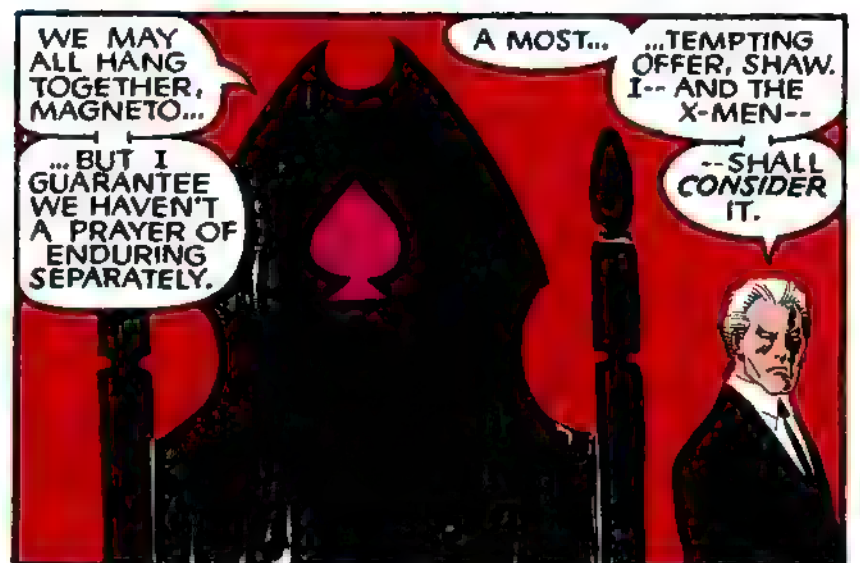
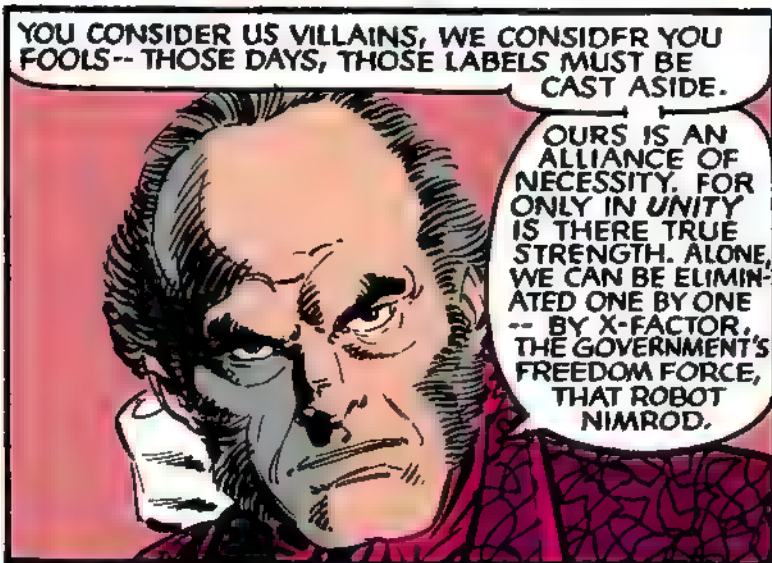
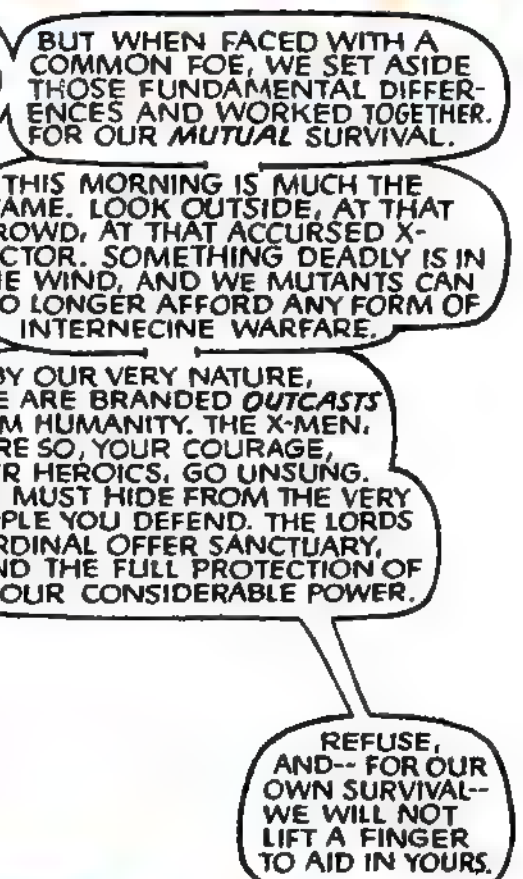
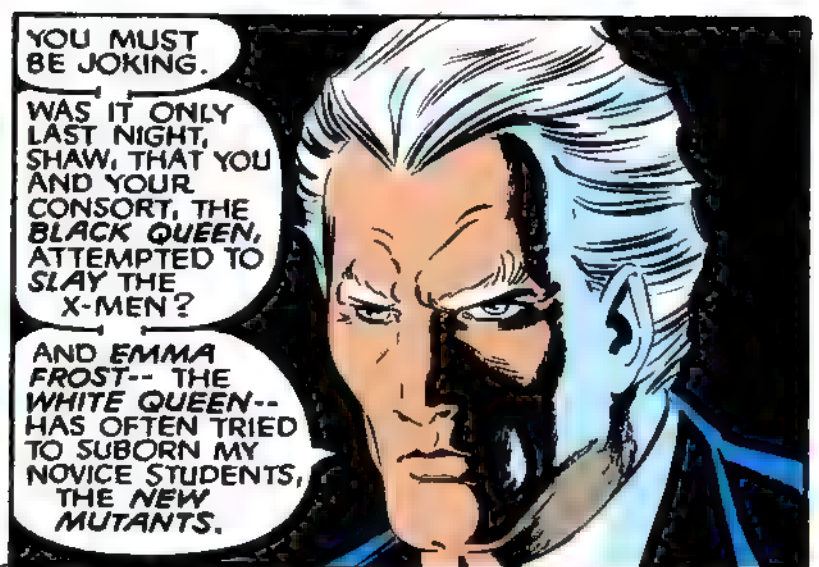
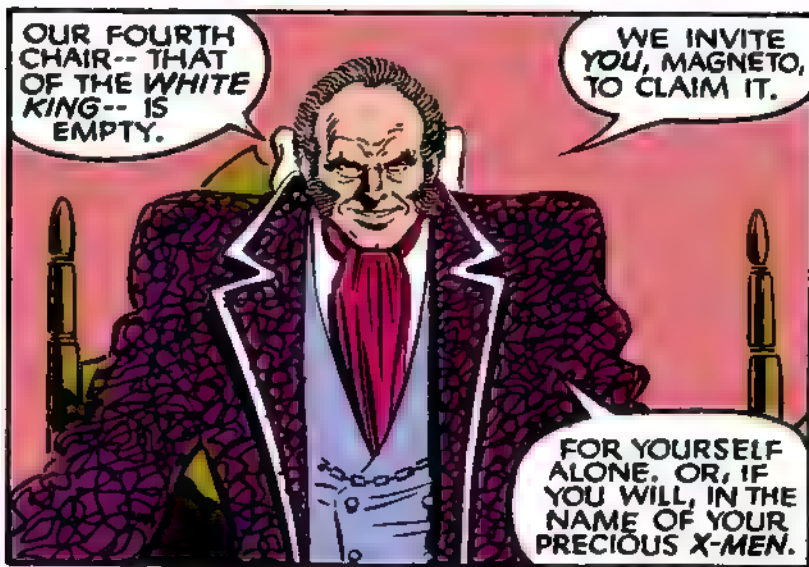
I DO NOT BELIEVE IT. CHARLES XAVIER'S ORIGINAL STUDENTS-- THE FIRST X-MEN-- HUNTING DOWN, INCARCERATING, DESTROYING THEIR FELLOW MUTANTS?!! HOW COULD THEY HAVE SO BETRAYED THEIR HERITAGE, XAVIER'S IDEALS?!!

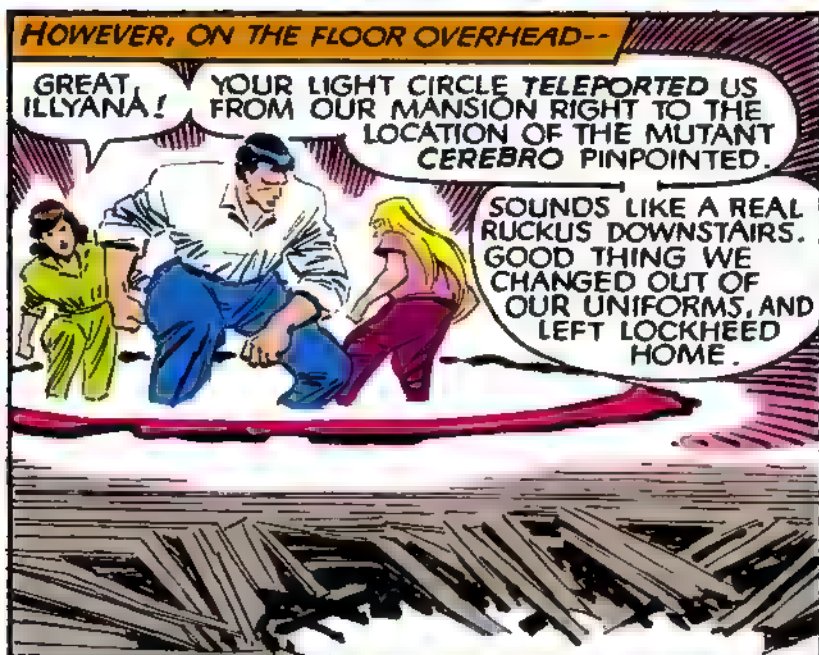
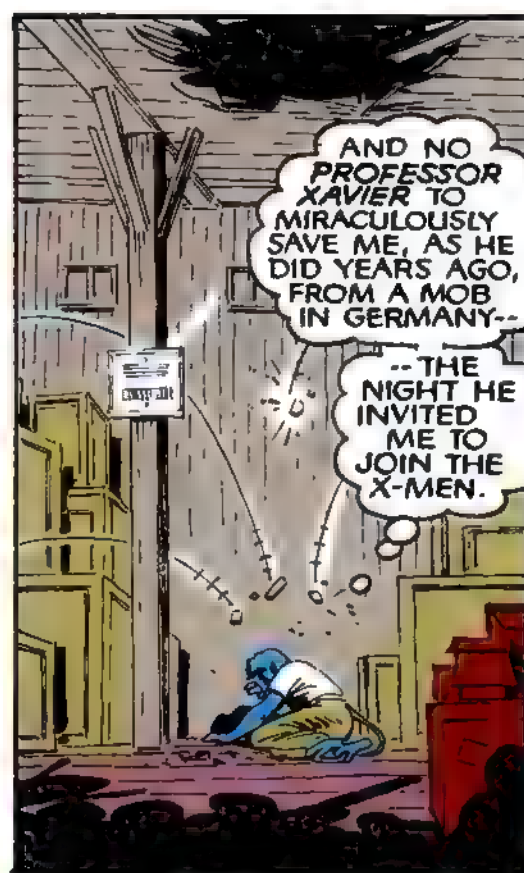


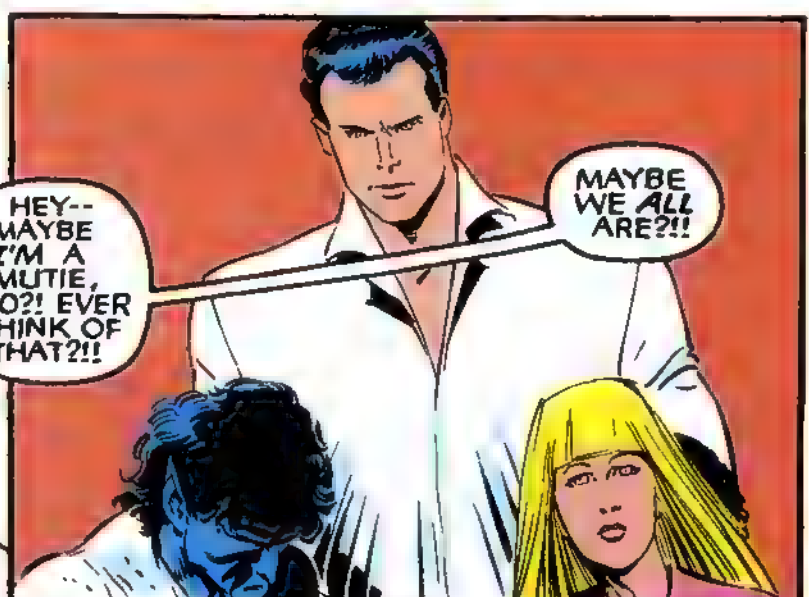
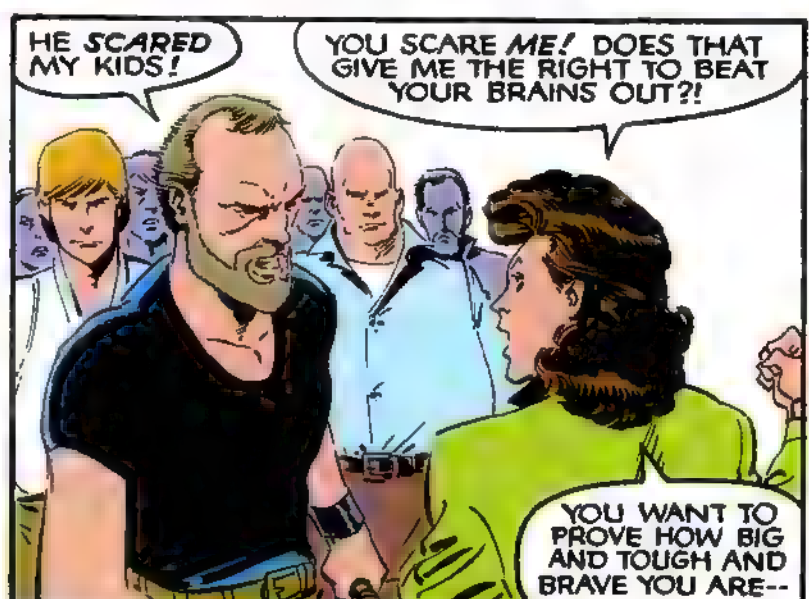
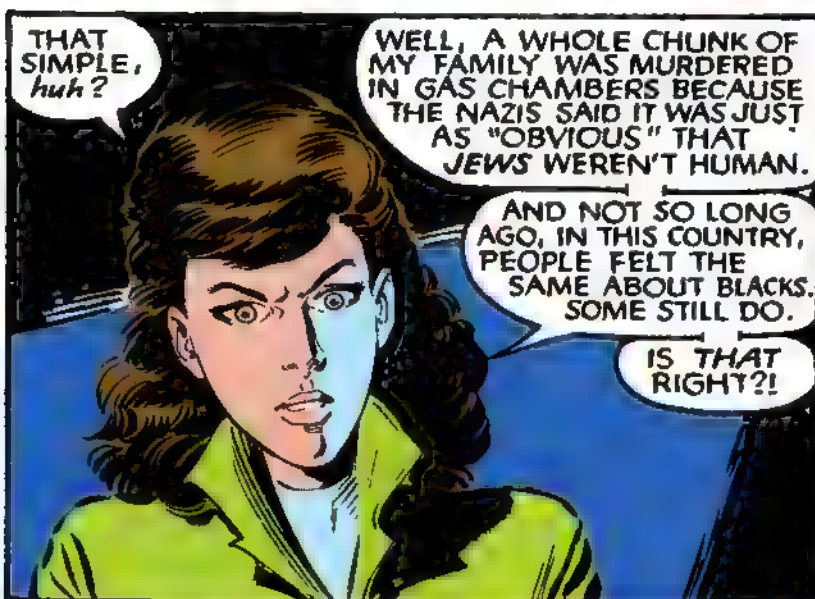
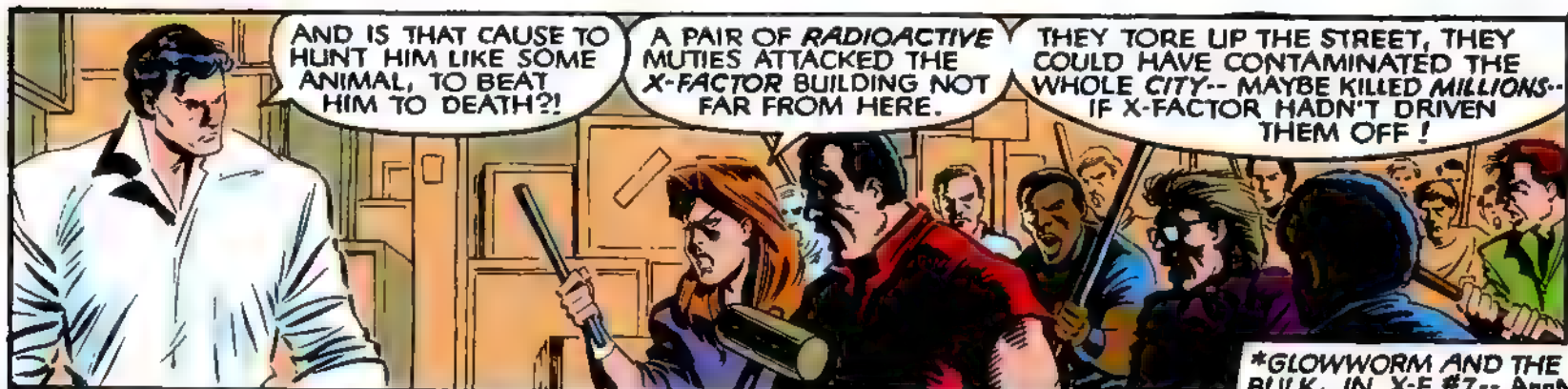
PRESENTLY, IN THE UNDERGROUND CHAMBERS OF THE LORDS CARDINAL...

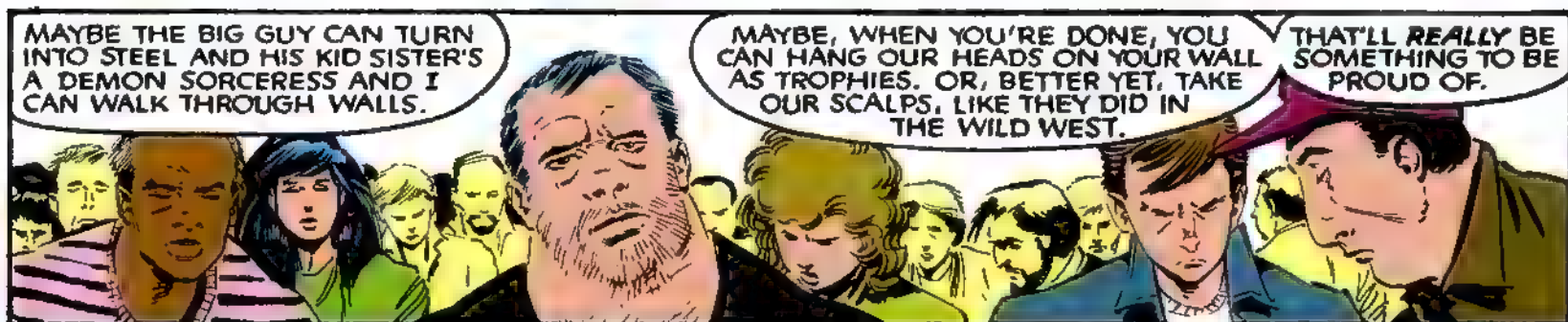
THE HELLFIRE CLUB IS COMPOSED OF THE RICHEST, MOST POWERFUL MEN AND WOMEN IN THE WORLD.

BUT WITHIN THE CLUB IS A SECRET, ELITE INNER CIRCLE-- A CABAL, IF YOU WILL-- WHOSE AMBITION IT IS TO RULE THE WORLD. WE LORDS CARDINAL RULE THE CIRCLE.









MAYBE THE BIG GUY CAN TURN INTO STEEL AND HIS KID SISTER'S A DEMON SORCERESS AND I CAN WALK THROUGH WALLS.

MAYBE, WHEN YOU'RE DONE, YOU CAN HANG OUR HEADS ON YOUR WALL AS TROPHIES. OR, BETTER YET, TAKE OUR SCALPS, LIKE THEY DID IN THE WILD WEST.

THAT'LL REALLY BE SOMETHING TO BE PROUD OF.



YOU SHOULDN'T TALK SO TO YOUR ELDERS, YOUNG LADY.

I DON'T--

-- TO THOSE I RESPECT.



ILLYANA, WHAT'S HAPPENING?!

I DON'T WANT TO LOOK.

THEY'RE GOING.

Whew!



AND YOU CALL ME THE SILVER-TONGUED DEVIL.

NOT TOO SHABBY, KITTY.

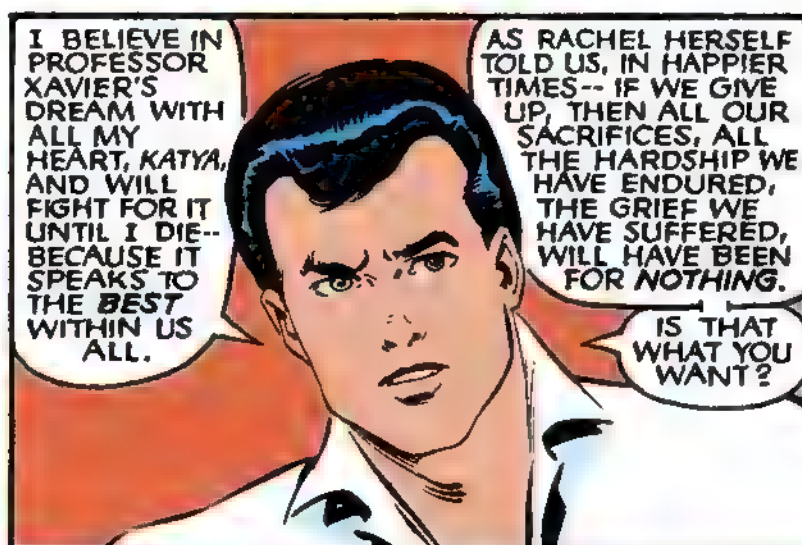
BLAME IT ON YOUR BROTHER.

OF ALL THE LUNATIC STUNTS--!



YOU ARE NOT THE ONLY ONE WHO FELT THAT WHAT WE DO -- OUR BEING X-MEN -- WAS LOSING MEANING AND PURPOSE.

I NEEDED TO PROVE THAT THE DIFFERENCE WE MAKE COMES FROM STANDING AND WORKING TOGETHER.



I BELIEVE IN PROFESSOR XAVIER'S DREAM WITH ALL MY HEART, KATYA, AND WILL FIGHT FOR IT UNTIL I DIE-- BECAUSE IT SPEAKS TO THE BEST WITHIN US ALL.

AS RACHEL HERSELF TOLD US, IN HAPPIER TIMES-- IF WE GIVE UP, THEN ALL OUR SACRIFICES, ALL THE HARDSHIP WE HAVE ENDURED, THE GRIEF WE HAVE SUFFERED, WILL HAVE BEEN FOR NOTHING.

IS THAT WHAT YOU WANT?



NO. HANG ON, FUZZY-ELF. WE'LL HAVE YOU HOME...

...AND GOOD AS NEW, IN THE BLINK OF ILLYANA'S EYE!



WE WERE SO WORRIED, NIGHTCRAWLER.

IN HEAVEN'S NAME, THOUGH...

... WHY DIDN'T YOU TELEPORT AWAY FROM THAT MOB?!



I COULD NOT, KATZCHEN.

I SEEM TO HAVE LOST MY POWER.

THE DELACORTE THEATRE-- OUTDOOR HOME OF THE NEW YORK SHAKESPEARE FESTIVAL'S SUMMER SEASON IN CENTRAL PARK...

THIS IS WHERE RACHEL'S TRAIL LEADS, STORM.

THIS IS WHERE IT ENDS.

YOU SAY SHE IS LOST, WOLVERINE?!

SHE'S GONE, BOSS. WHERE THE X-MEN CAN'T FOLLOW.

IS THERE NOTHING WE CAN DO?

I FIGURE I DID ENOUGH...

... WHEN I NEARLY KILLED HER.

SHE WAS TRYING TO MURDER THE BLACK QUEEN. SHOULD I HAVE LET HER?

IT SHOULD NEVER HAVE COME TO THAT.

THE X-MEN ARE A TEAM, LOGAN.

I DO NOT OBJECT TO YOUR ATTEMPTING TO STOP RACHEL-- BUT YOU SHOULD NOT HAVE DONE SO ALONE. HAD I-- HAD ALL THE X-MEN-- BEEN THERE, SHE MIGHT STILL BE WITH US, INSTEAD OF VANISHED GODDESS KNOWS WHERE.

AND IF WE ARE A TEAM, MY FRIEND, AND I AM ITS LEADER, I MUST HAVE YOUR TRUST. AND, WHEN REQUIRED, YOUR OBEDIENCE.

ALL MY LIFE, DARLIN', I'VE BEEN A LONER.

THEN WALK AWAY, BEFORE MORE HARM IS DONE.

WE CANNOT AFFORD A "NEXT TIME," THE STAKES HAVE GROWN TOO HIGH. WE DEPEND ON YOU, WOLVERINE.

YOU MUST BE THERE.

I WILL BE.

TO THE END.

THE RAILWAY TUNNEL BENEATH
PARK AVENUE, RUNNING FROM THE
TOP OF MANHATTAN ISLAND...

... DOWN THE EAST
SIDE TO GRAND
CENTRAL STATION.

THE 20th-CENTURY
FROM CHICAGO IS TWO
HOURS LATE, AS USUAL...

... BUT TOMMY COULDN'T CARE
LESS--

-- AS SHE FOLDS
HERSELF FLAT--

-- AND SLIPS
OUT OF THE
BAGGAGE
CAR--

-- ALL THAT MATTERS
TO HER IS THAT
SHE'S ALIVE...

... AND
HOME.

I THOUGHT I'D
NEVER SEE THESE
OLD TUNNELS
AGAIN.

THEY NEVER LOOKED
SO BEAUTIFUL!

I CHANGED TRAINS SO
MANY TIMES-- IT TOOK
AGES TO GET CROSS-COUNTRY--

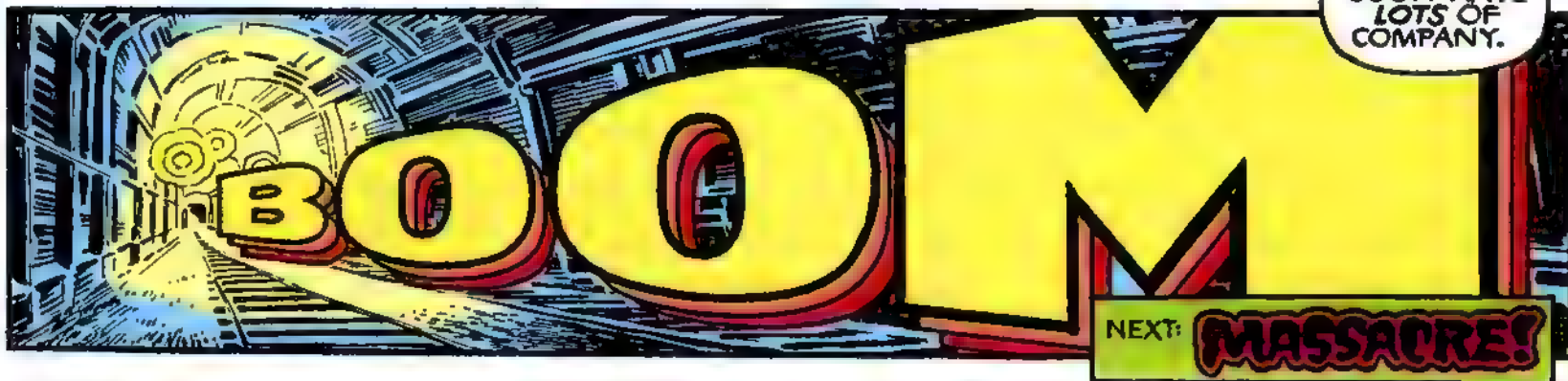
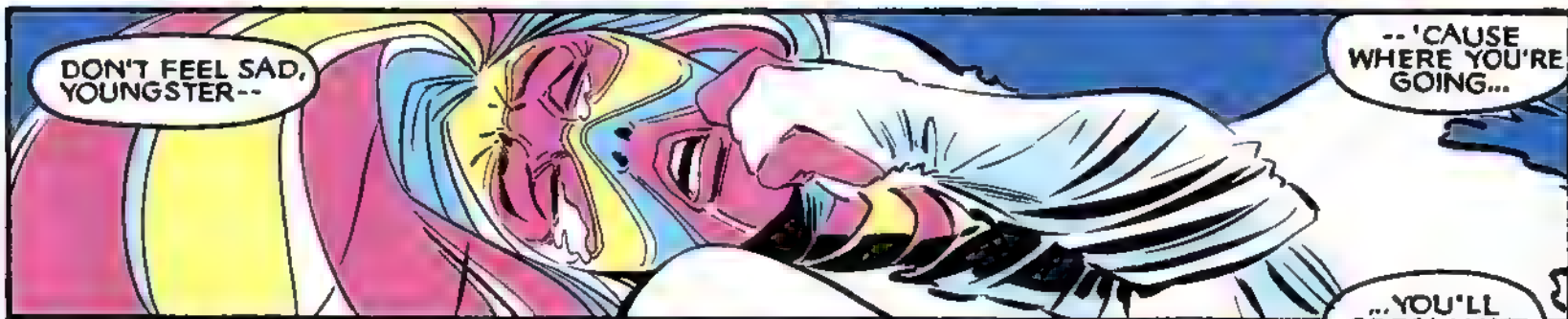
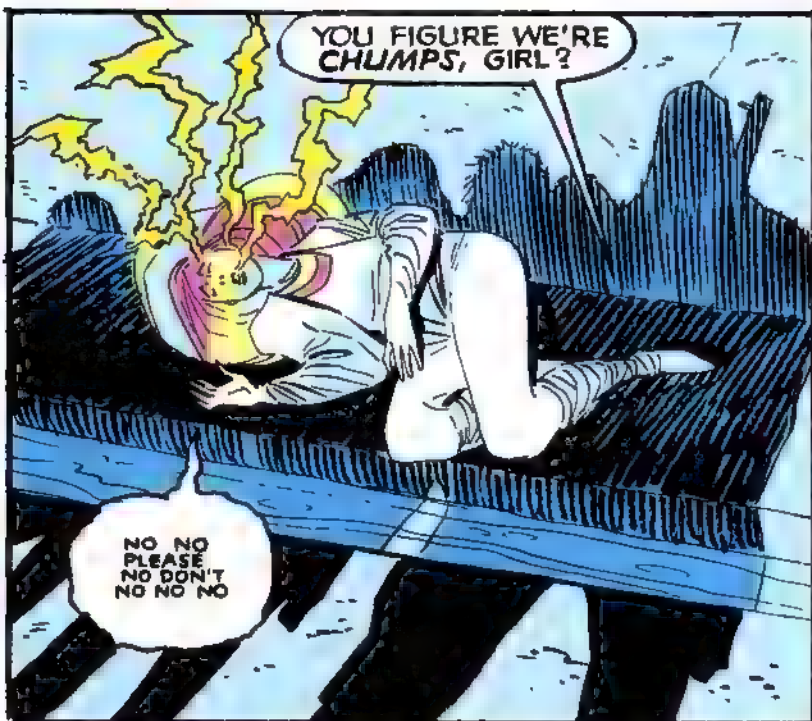
-- THERE'S NO WAY THOSE
CREEPS COULD HAVE
FOLLOWED ME.

I'M
SAFE!!!

SURPRISE,
SWEETHEART!

SEAZSH

YAAIEAHHRRROH



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X-FACTOR



SILVESTRI
RUBINSTEIN

MANY PEOPLE BELIEVED THAT THE EMERGENCE OF **MUTANTS** SOUNDED THE DEATH KNELL FOR **HUMANITY**, FOR **MUTANTS** WERE BORN WITH AN **X-FACTOR** IN THEIR GENETIC STRUCTURE WHICH ENDOWED THEM WITH MORE-THAN-HUMAN ABILITIES.

THE FEAR THAT THIS WOULD LEAD TO THE DESTRUCTION OF HUMANITY APPEARED WELL FOUNDED, FOR SOME **MUTANTS** FELL PREY TO UNBRIDLED AGGRESSION AND GREED!

YET OTHERS--LIKE THE **X-MEN**--STOOD AGAINST THESE "EVIL **MUTANTS**" TO PROTECT HUMANITY--A HUMANITY THAT WAS BEGINNING TO HATE AND FEAR ALL OF THEIR KIND INDISCRIMINATELY!

POWERFUL AS THE **MUTANTS** WERE, HUMANS STILL ENORMOUSLY OUT-NUMBERED THEM, AND SOME MALEFACTORS, FEARING A DAY OF RECKONING, HASTENED TO MAKE DEALS WITH HUMANITY'S POWER-BROKERS...

AND SO, BY THE DAWN'S EARLY LIGHT, TWO YOUNG **MUTANTS** ARE HUNTED BY THEIR OWN KIND--GOVERNMENT-SANCTIONED BOUNTY HUNTERS KNOWN AS **FREEDOM FORCE**!

FREEDOM FORCE ARRESTS YOU, **RUSTY COLLINS**, IN THE NAME OF THE UNITED STATES GOVERNMENT!

BLOB--TAKE THEM!

Stan Lee
PRESENTS!

NO! KEEP BACK! I'M WARNING YOU!

SPOTS!

LOUISE SIMONSON
WRITER

TERRY SHOEMAKER
PENCILER

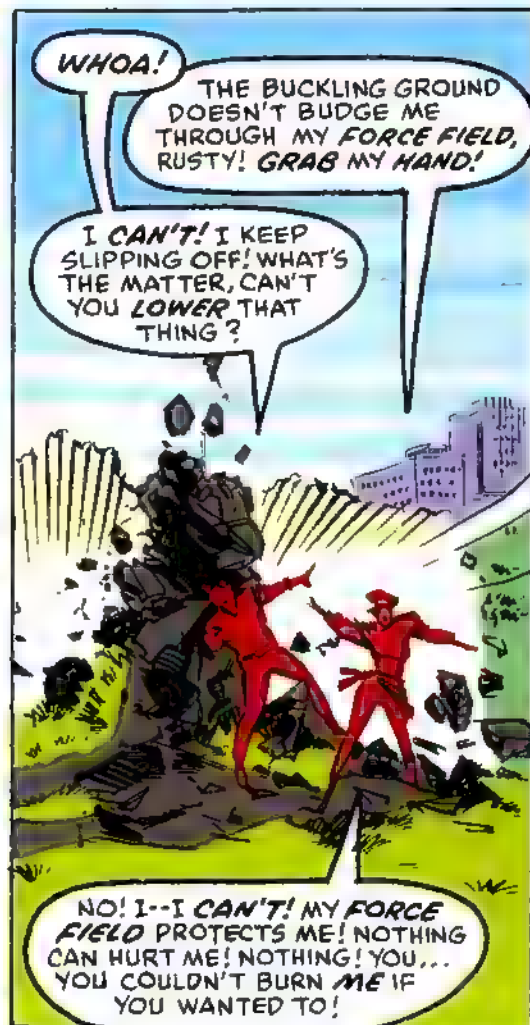
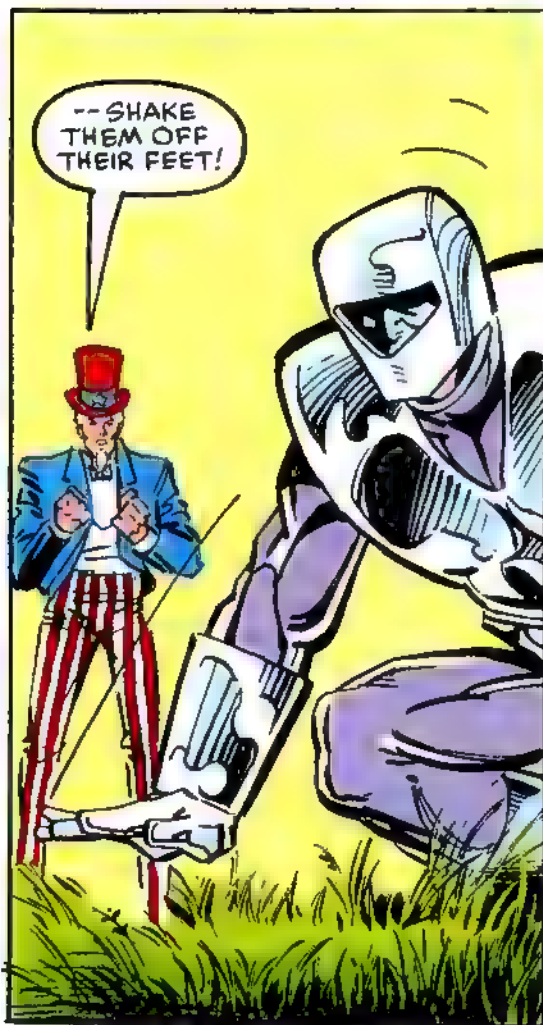
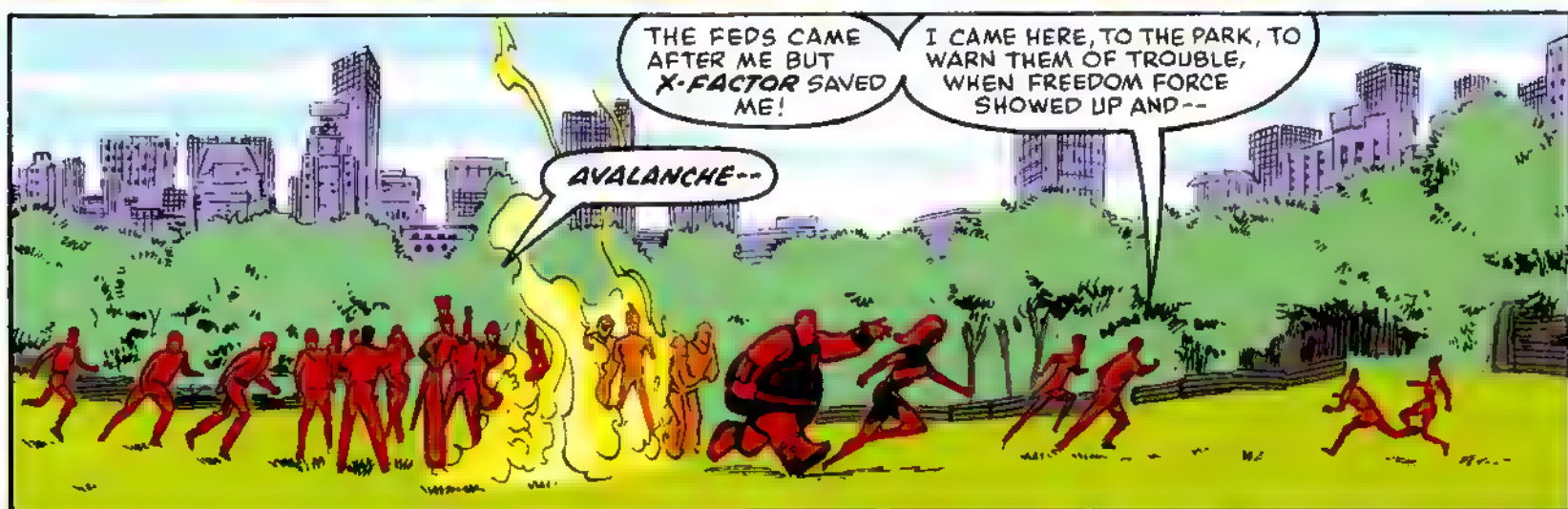
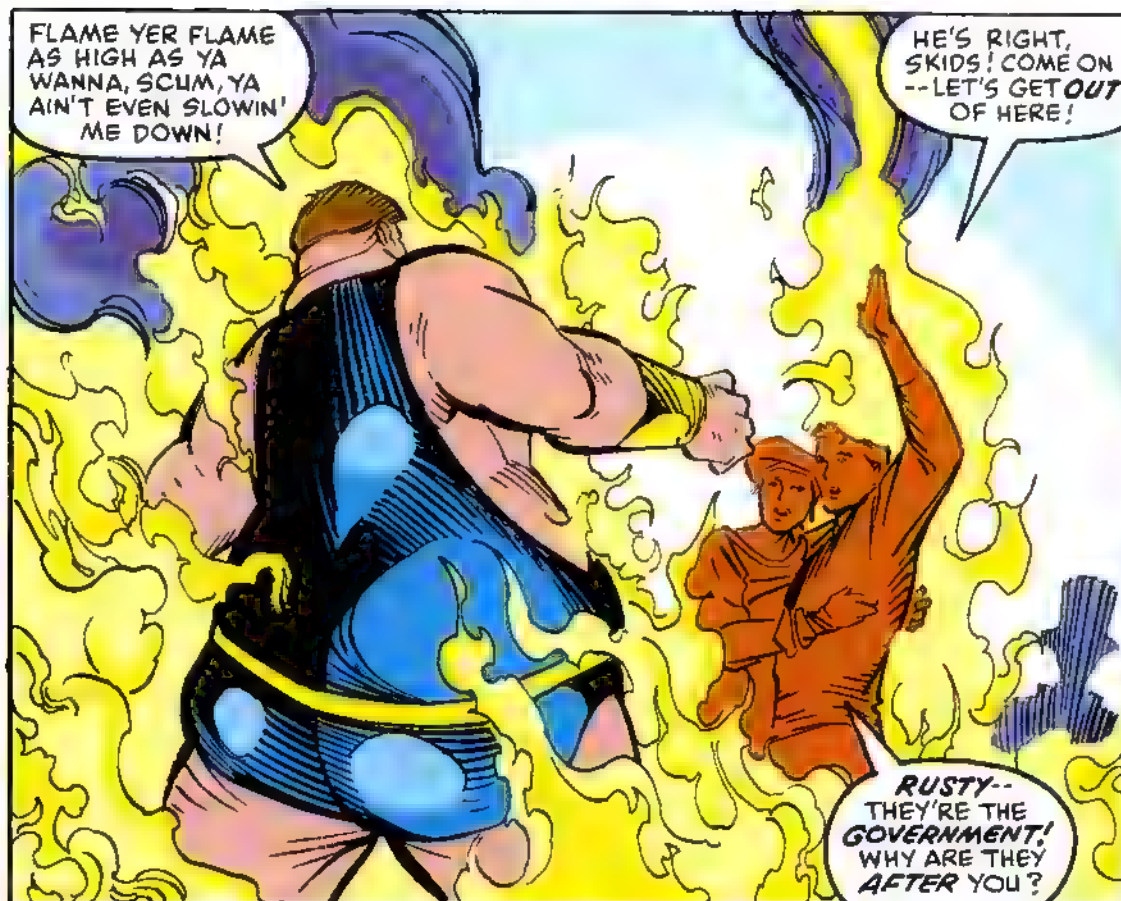
JOE RUBINSTEIN
INKER

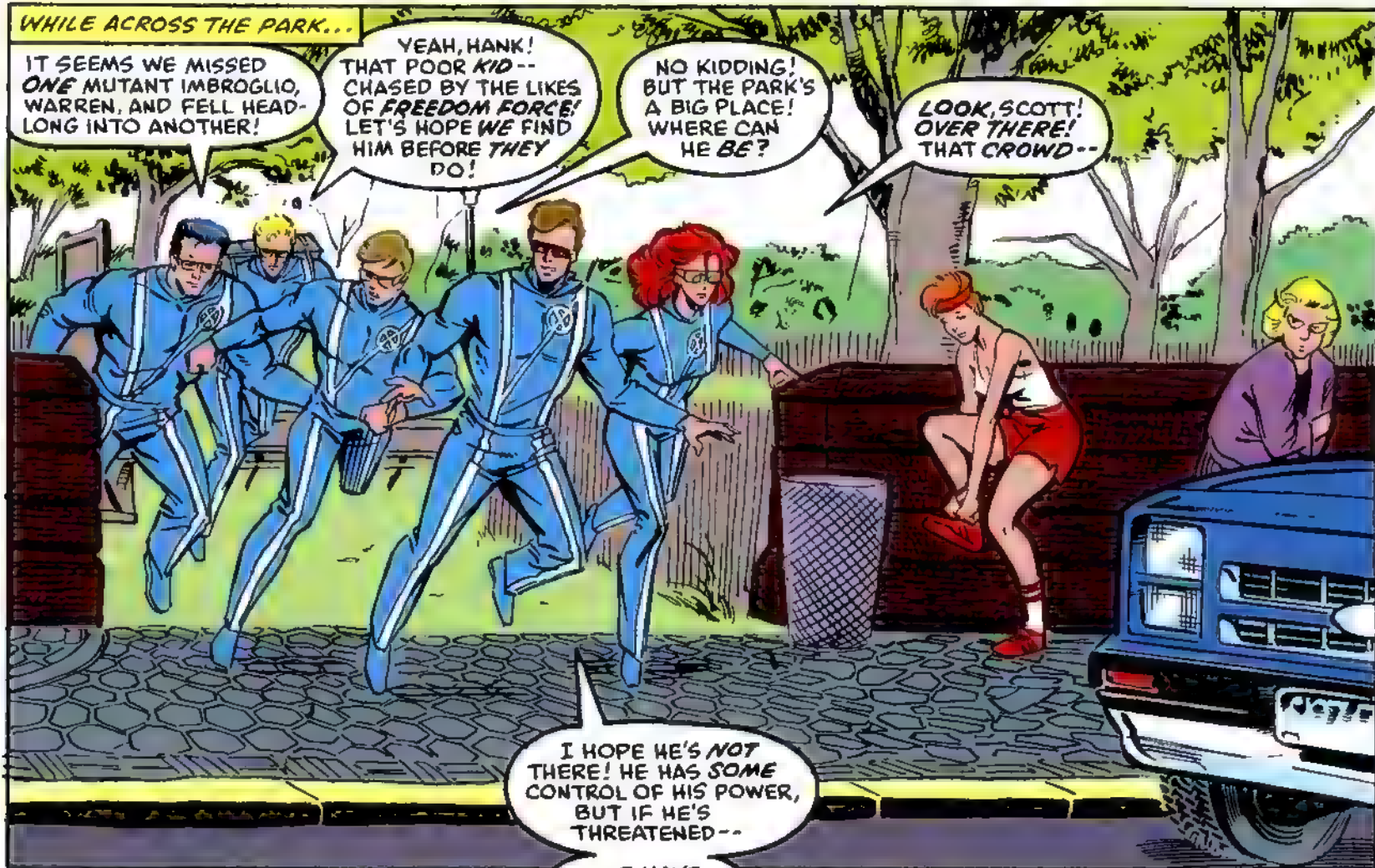
JOE ROSEN
LETTERER

PETRA SCOTese
COLORIST

BOB HARRAS
EDITOR

JIM SHOOTER
EDITOR IN CHIEF



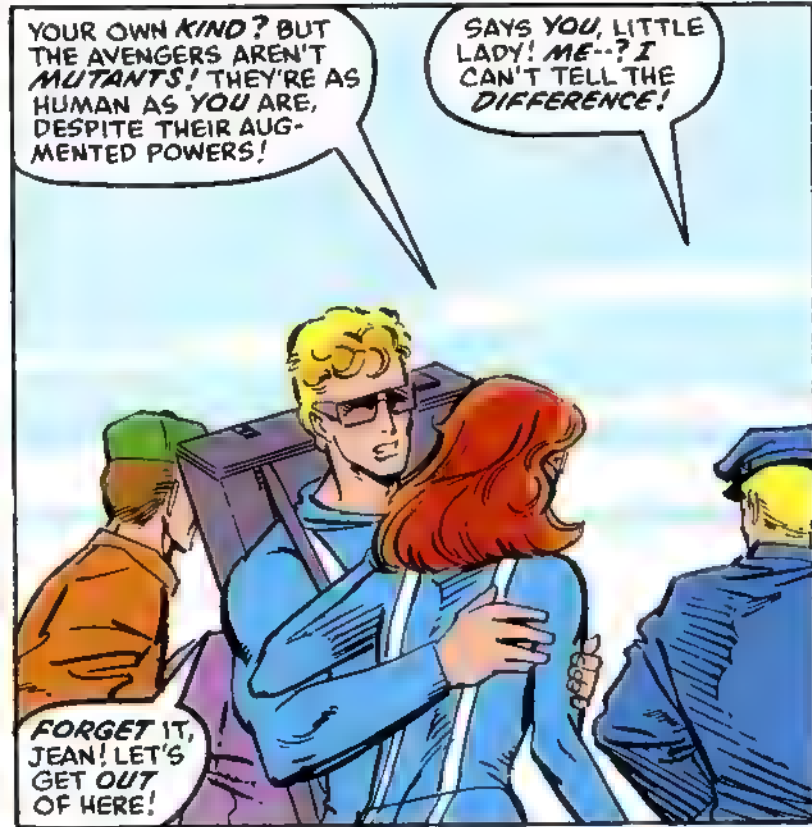




LISTEN, OFFICER, X-FACTOR APPRECIATES THE CITY'S VOTE OF CONFIDENCE, BUT WHY DIDN'T YOU SUMMON THE AVENGERS?

THEIR HEAD-QUARTERS IS RIGHT DOWN THE STREET AND--

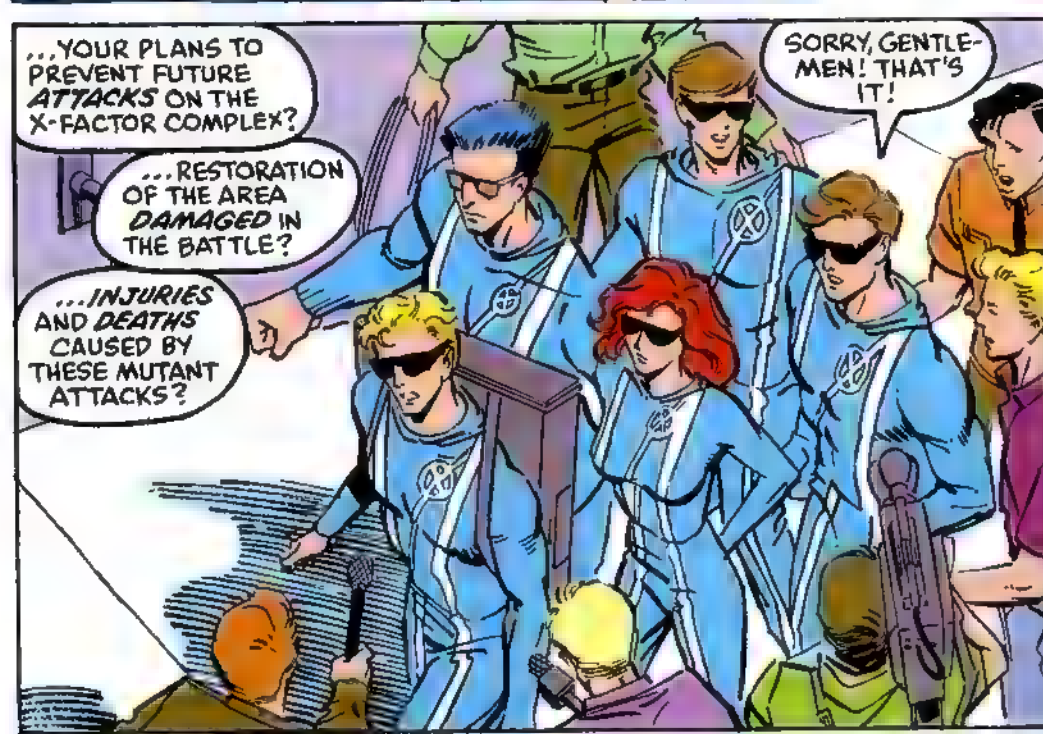
WELL, WE DON'T EXACTLY TRUST THEM, SEE? BETWEEN YOU AND ME, WE'D RATHER COUNT ON OUR OWN KIND!



YOUR OWN KIND? BUT THE AVENGERS AREN'T *MUTANTS*! THEY'RE AS HUMAN AS YOU ARE, DESPITE THEIR AUGMENTED POWERS!

SAYS YOU, LITTLE LADY! ME--? I CAN'T TELL THE DIFFERENCE!

FORGET IT, JEAN! LET'S GET OUT OF HERE!



...YOUR PLANS TO PREVENT FUTURE ATTACKS ON THE X-FACTOR COMPLEX?

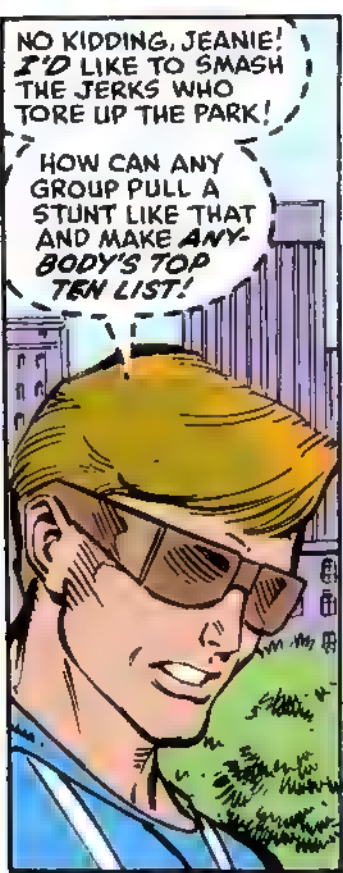
...RESTORATION OF THE AREA DAMAGED IN THE BATTLE?

...INJURIES AND DEATHS CAUSED BY THESE MUTANT ATTACKS?

SORRY, GENTLEMEN! THAT'S IT!

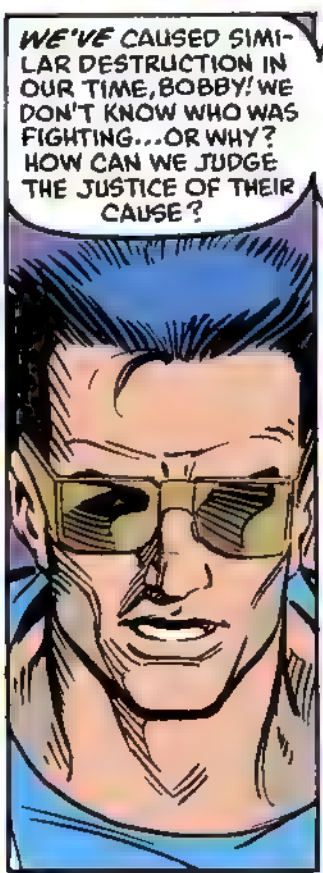


YOU KNOW, SCOTT! IT *IS* EASY TO UNDERSTAND WHY MUTANTS ARE FEARED!

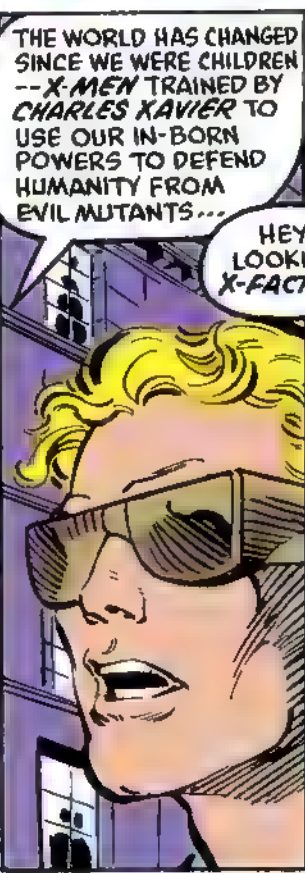


NO KIDDING, JEANIE! I'D LIKE TO SMASH THE JERKS WHO TORE UP THE PARK!

HOW CAN ANY GROUP PULL A STUNT LIKE THAT AND MAKE ANYBODY'S TOP TEN LIST!

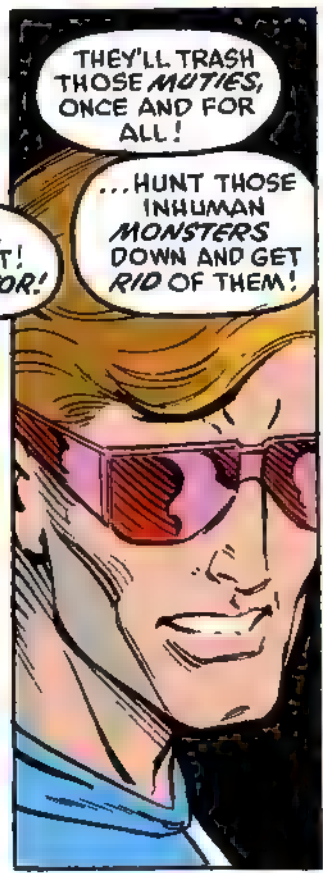


WE'VE CAUSED SIMILAR DESTRUCTION IN OUR TIME, BOBBY! WE DON'T KNOW WHO WAS FIGHTING...OR WHY? HOW CAN WE JUDGE THE JUSTICE OF THEIR CAUSE?



THE WORLD HAS CHANGED SINCE WE WERE CHILDREN -- X-MEN TRAINED BY CHARLES XAVIER TO USE OUR IN-BORN POWERS TO DEFEND HUMANITY FROM EVIL MUTANTS...

HEY, LOOKIT! X-FACTOR!



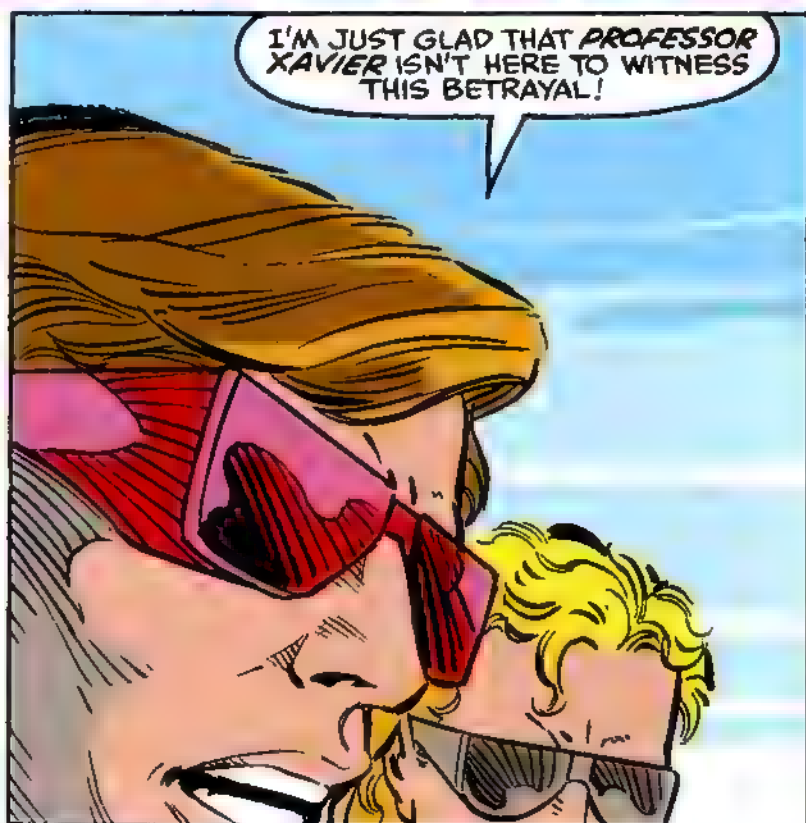
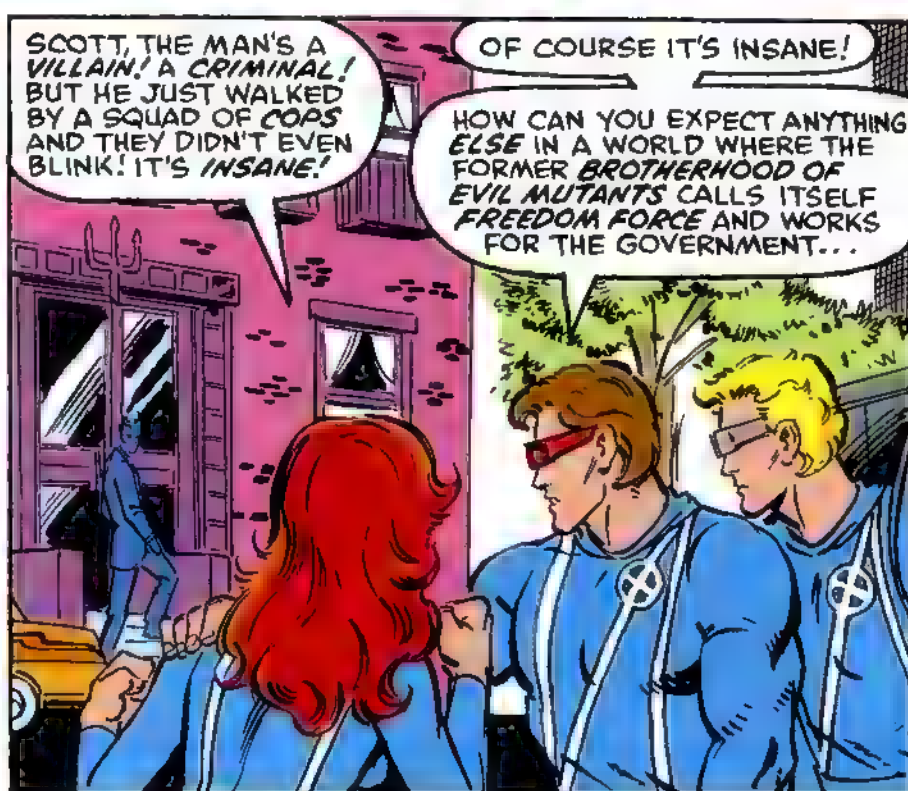
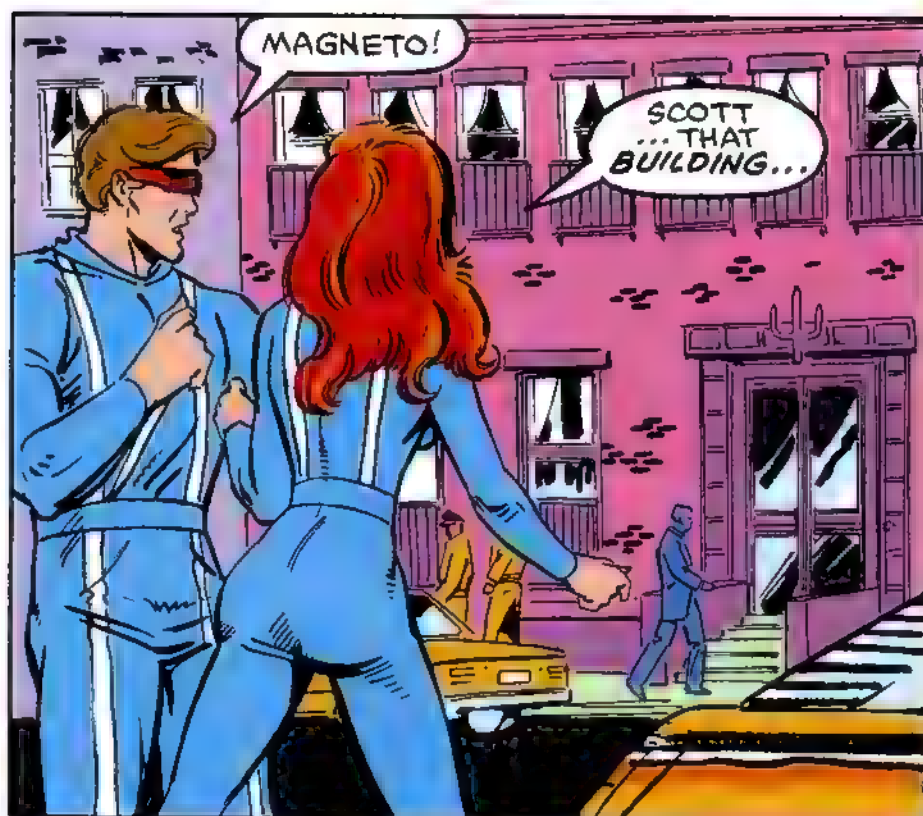
THEY'LL TRASH THOSE *MUTIES*, ONCE AND FOR ALL!

...HUNT THOSE INHUMAN MONSTERS DOWN AND GET RID OF THEM!



AND OUR GOALS HAVE CHANGED AS WELL, HAVEN'T THEY? WE PASS AS *HUMANS*-- HUNT DOWN OUR OWN KIND TO SAVE THEM FROM AN EVIL HUMANITY THAT--

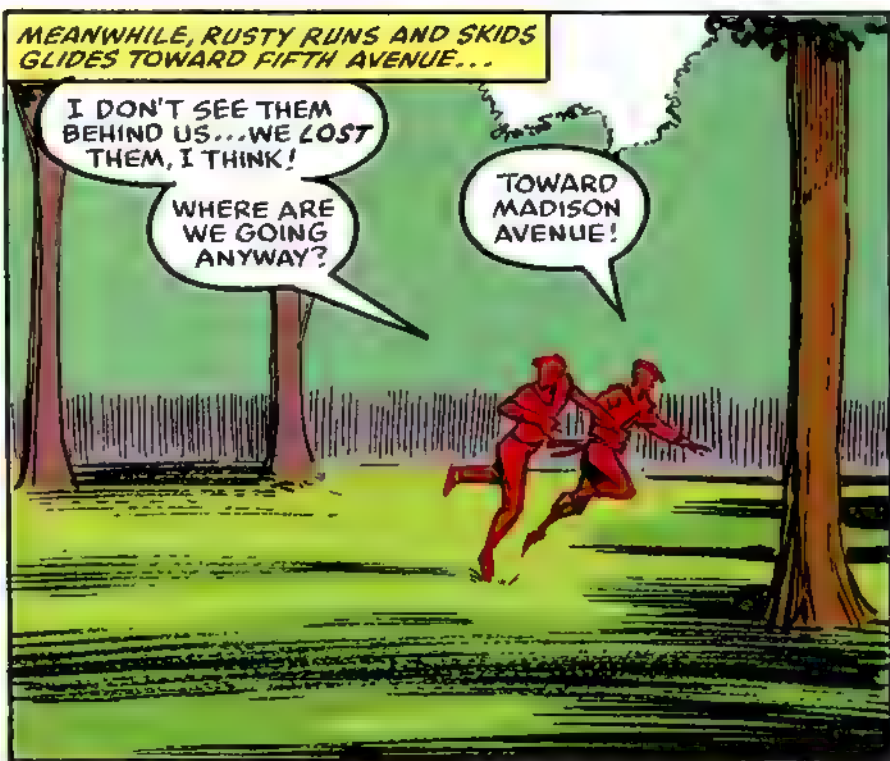
SCOTT-- SCOTT, LOOK!





AND WE STILL HAVE A JOB TO DO! RUSTY RISKED HIS LIFE TO WARN US OF DANGER!

WE'VE GOT TO FIND HIM BEFORE THEY DO! BUT-- HOW?



MEANWHILE, RUSTY RUNS AND SKIDS GLIDES TOWARD FIFTH AVENUE...

I DON'T SEE THEM BEHIND US... WE LOST THEM, I THINK!

WHERE ARE WE GOING ANYWAY?

TOWARD MADISON AVENUE!



THERE'S A GRATING ON 67TH STREET THAT LEADS TO THE MORLOCKS' ALLEY AND--



THE WHAT--?

IT'S A HUGE TUNNEL, ALMOST A MILE UNDERGROUND, WHERE A BUNCH OF MUTANTS... LIKE YOU AND ME... LIVE!

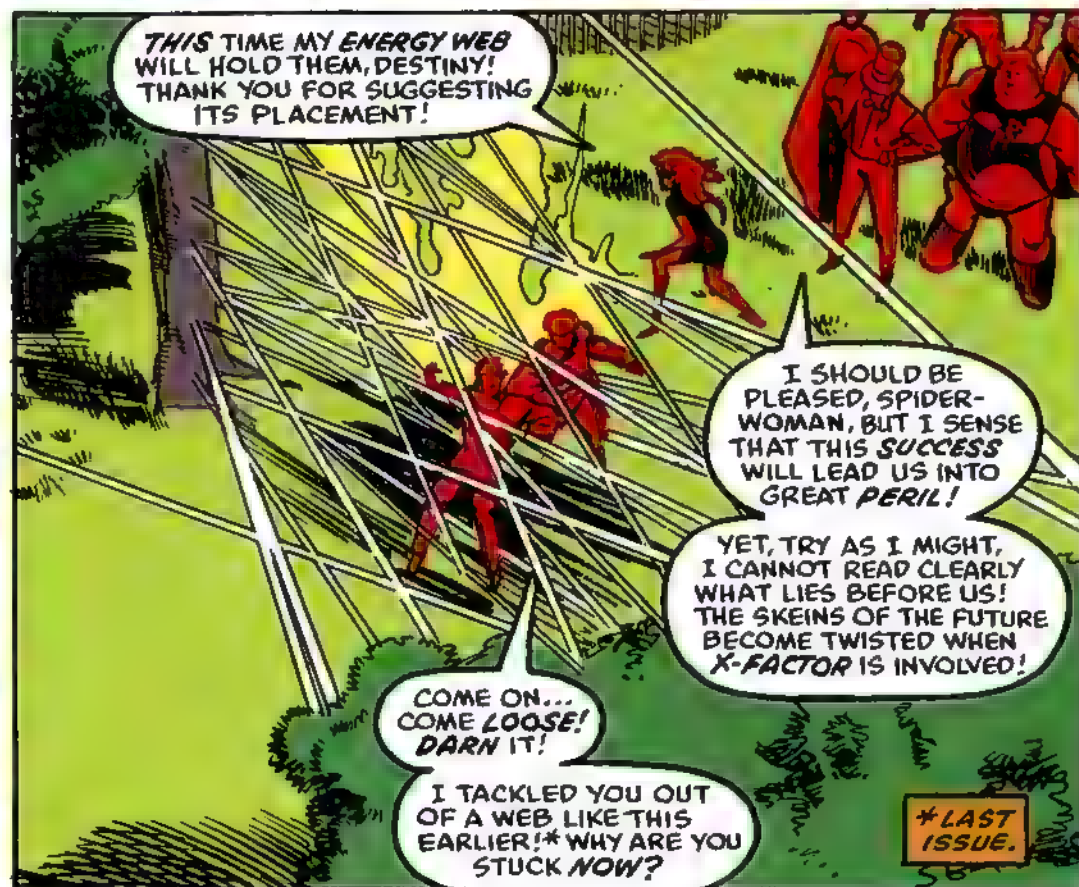


WE CALL OURSELVES THE MORLOCKS-- LIKE IN THAT H.G. WELLS BOOK-- AND WE'VE GIVEN UP ON THIS SOCIETY AND MADE OUR OWN!



I'LL TAKE YOU THERE! IN THE ALLEY, WE ALL LIVE IN PEACE, NO HASSLES FROM MUTANT HUNTERS OR--

YEE!!



THIS TIME MY ENERGY WEB WILL HOLD THEM, DESTINY! THANK YOU FOR SUGGESTING ITS PLACEMENT!

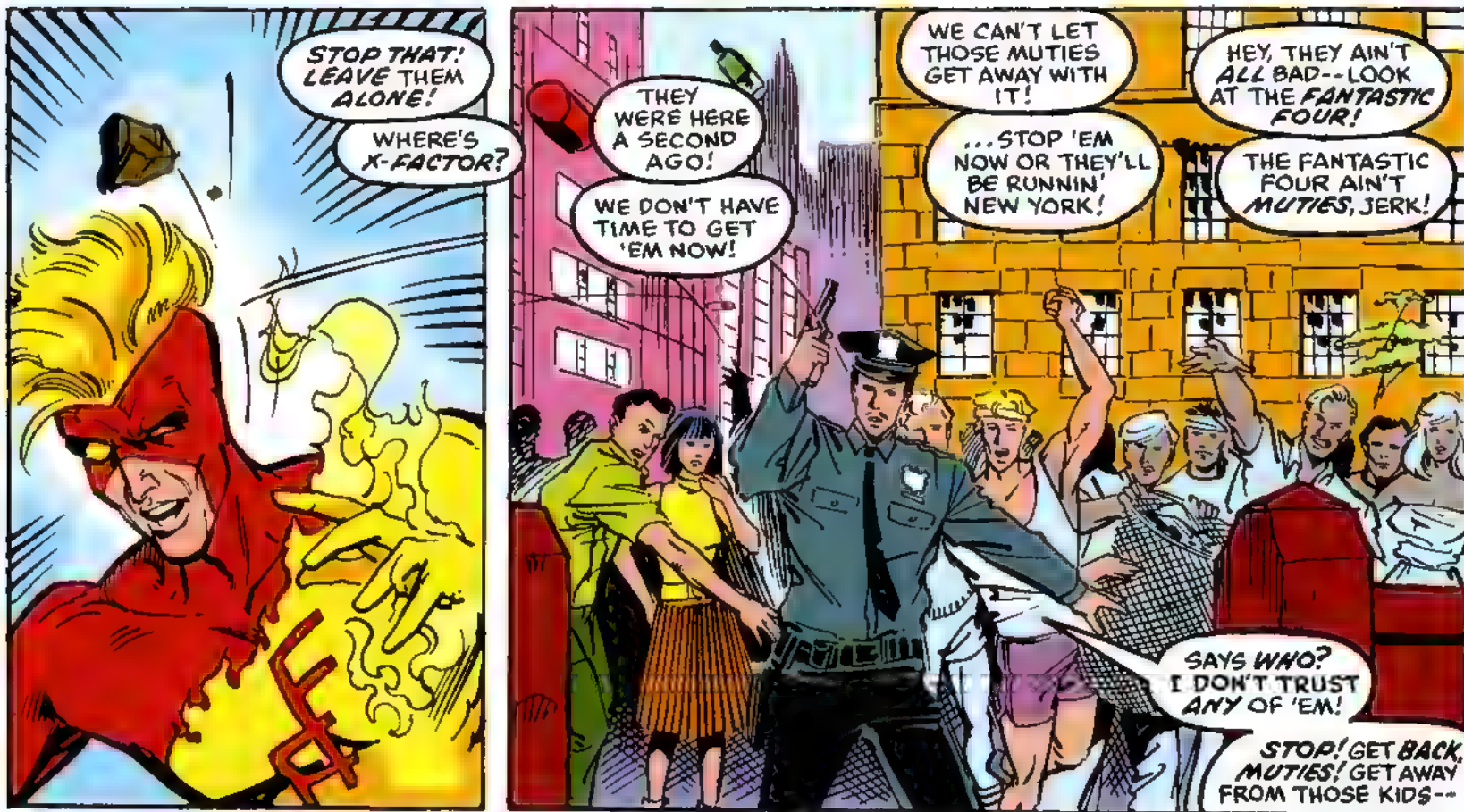
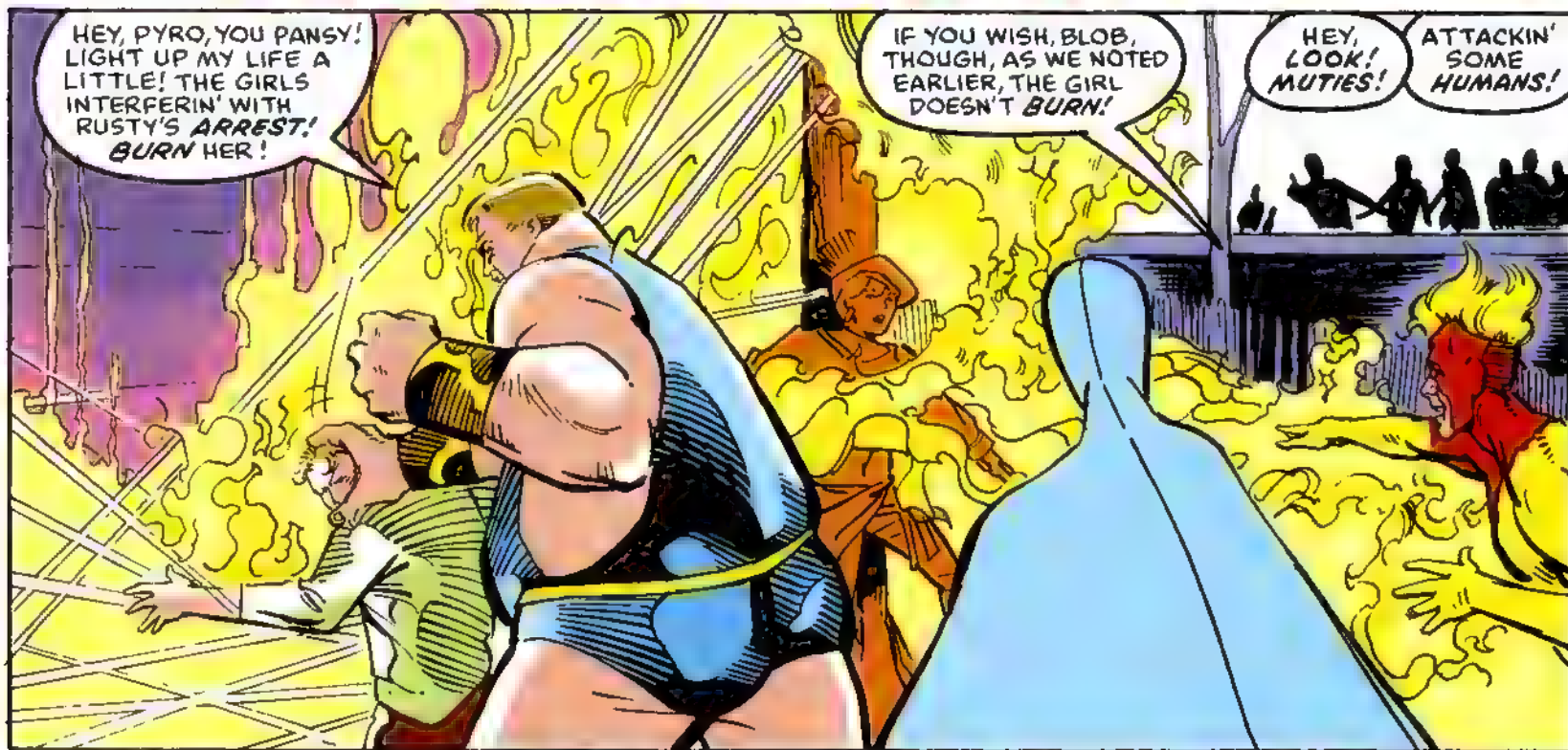
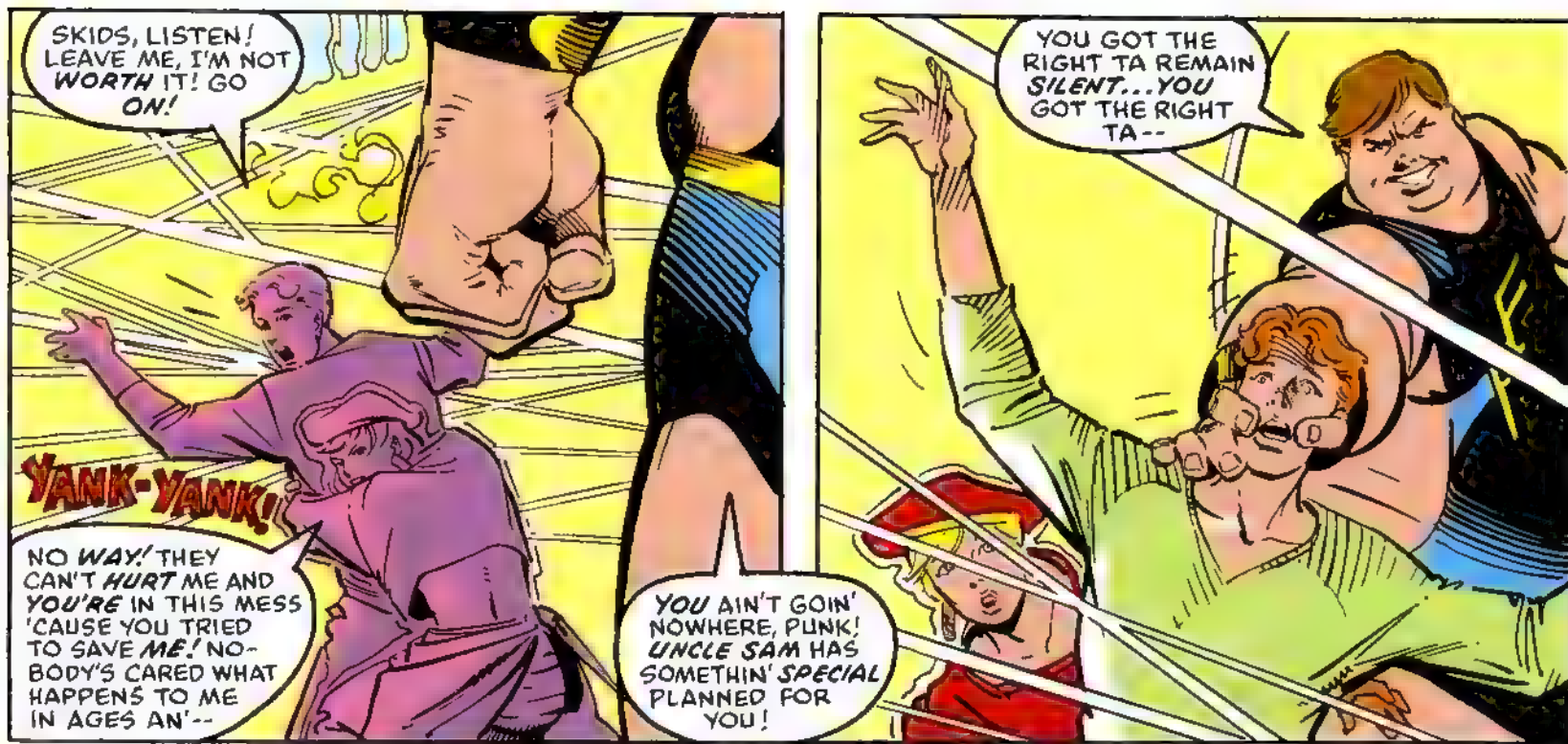
I SHOULD BE PLEASED, SPIDER-WOMAN, BUT I SENSE THAT THIS SUCCESS WILL LEAD US INTO GREAT PERIL!

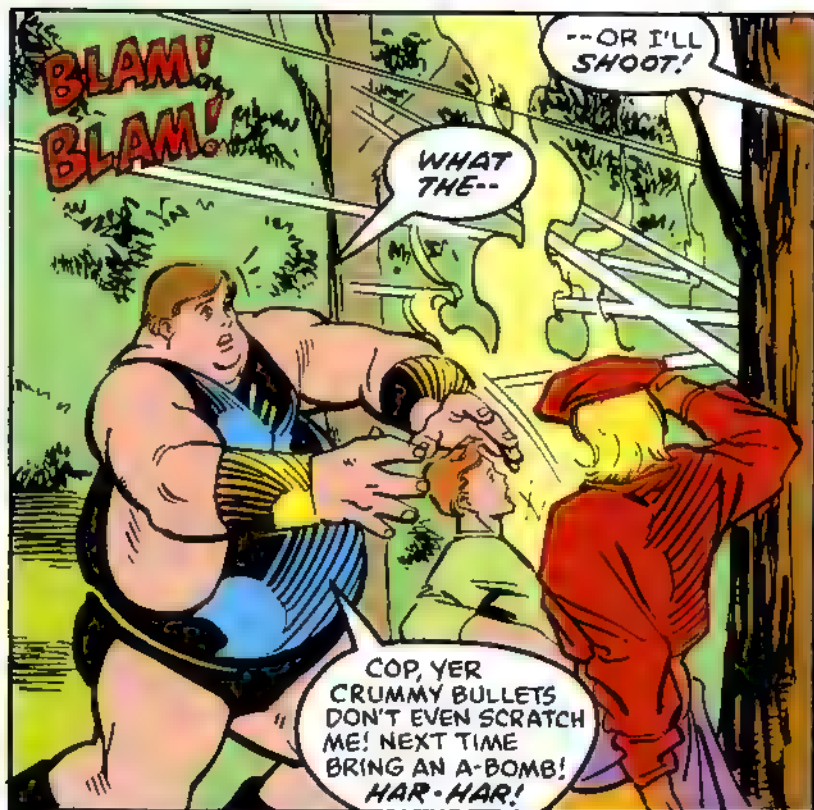
YET, TRY AS I MIGHT, I CANNOT READ CLEARLY WHAT LIES BEFORE US! THE SKEINS OF THE FUTURE BECAME TWISTED WHEN X-FACTOR IS INVOLVED!

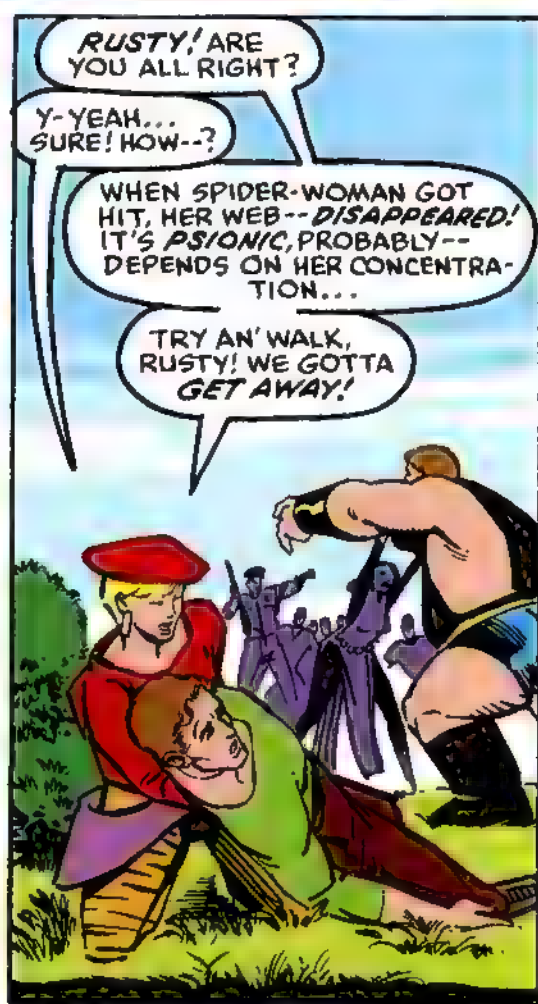
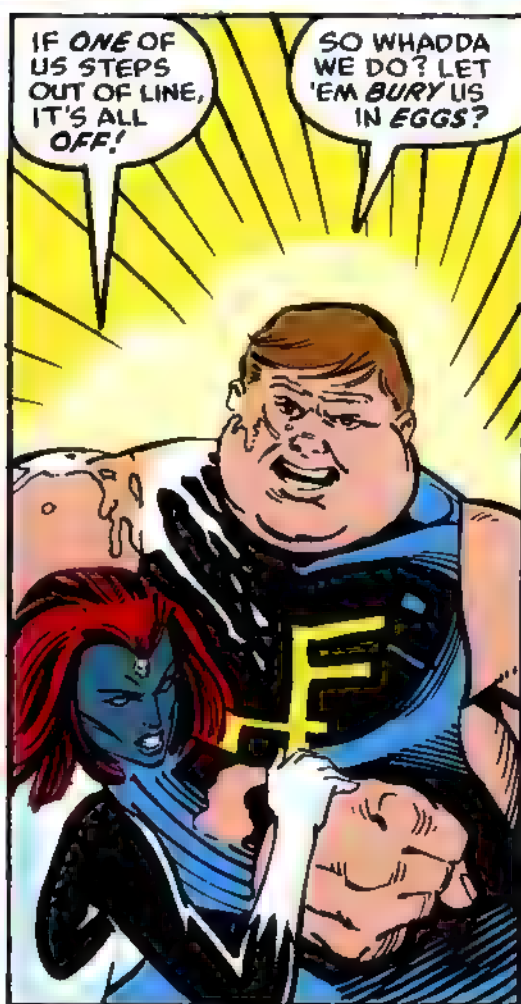
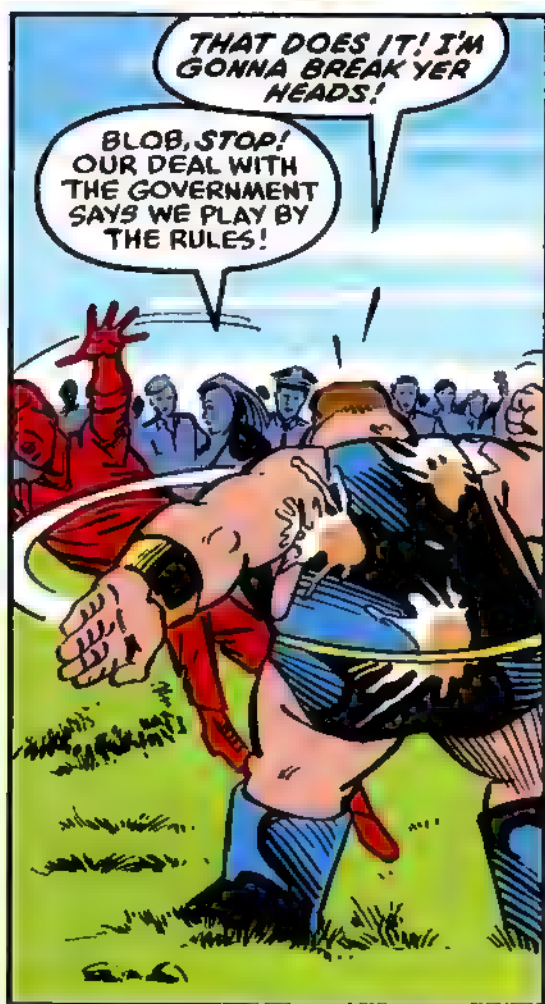
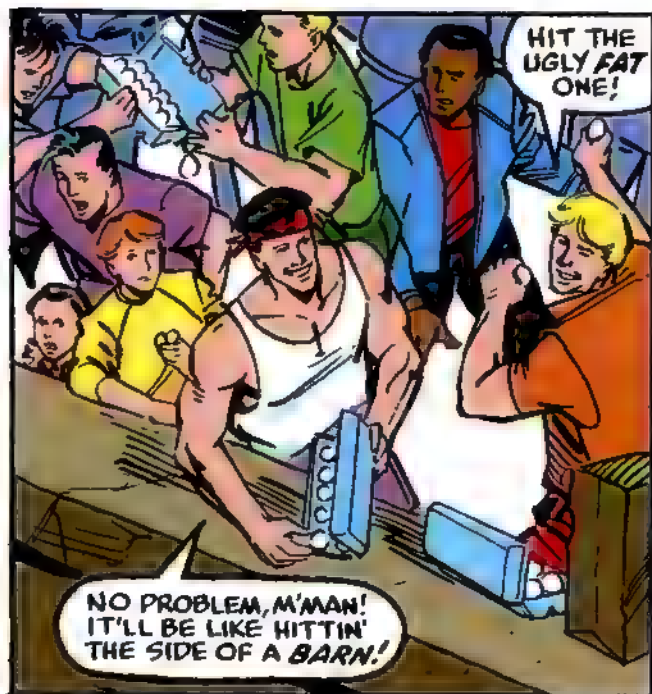
COME ON... COME LOOSE! DARN IT!

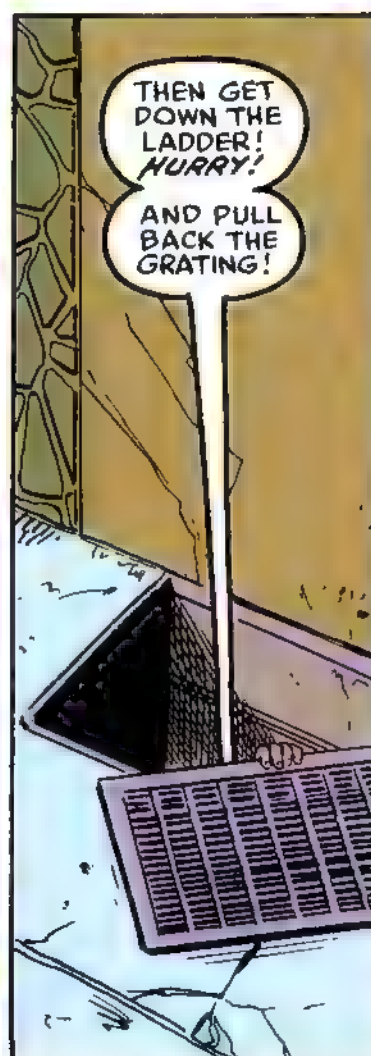
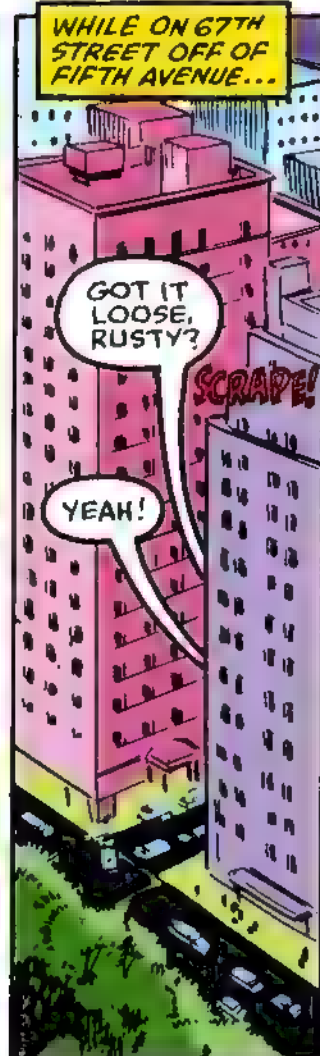
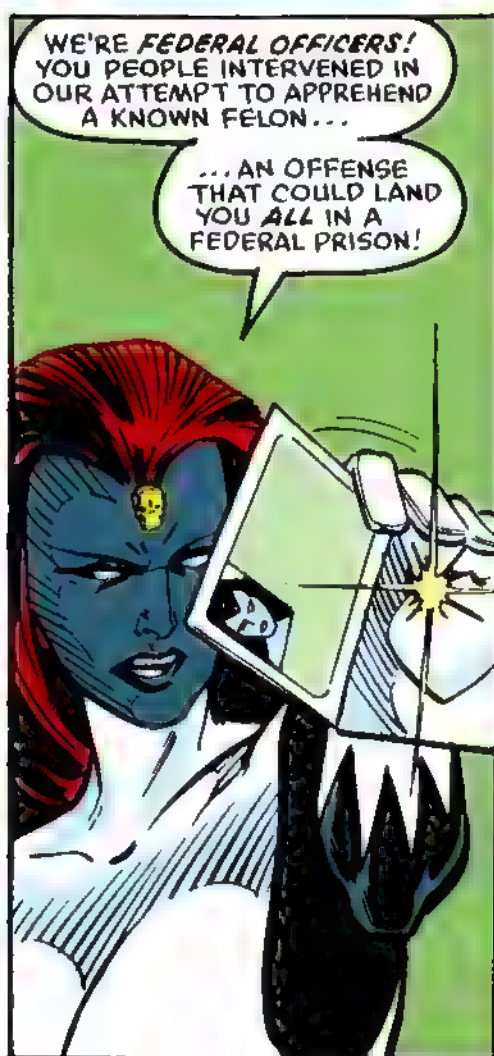
I TACKLED YOU OUT OF A WEB LIKE THIS EARLIER! * WHY ARE YOU STUCK NOW?

#LAST ISSUE.











MEANWHILE...

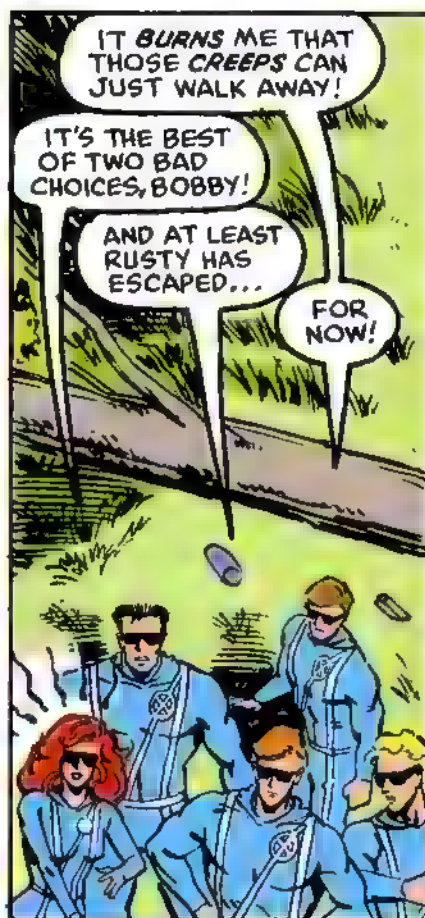
...COULDA TRASHED 'EM? WHY'D THEY LET 'EM GO?

...NO CHOICE, THEY'RE WORKING FOR THE GOVERNMENT!

...CONSERVATIVE ADMINISTRATION!

...MAKES SENSE FOR THE FEDS TO HAVE TAME MUTIES...THE RUSKIES DO!

TAME OR NOT, MUTIES IS FREAKS... NO MATTER WHO THEY WORK FOR...

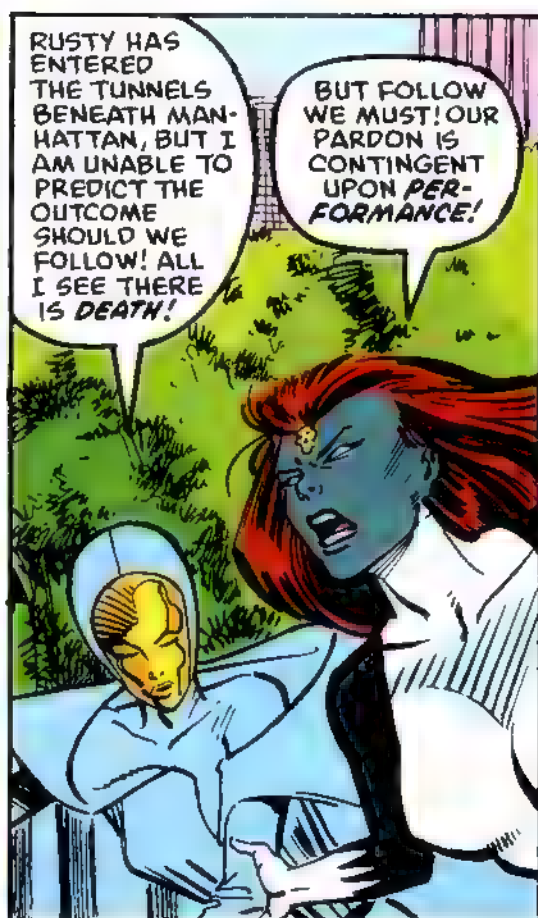


IT BURNS ME THAT THOSE CREEPS CAN JUST WALK AWAY!

IT'S THE BEST OF TWO BAD CHOICES, BOBBY!

AND AT LEAST RUSTY HAS ESCAPED...

FOR NOW!



RUSTY HAS ENTERED THE TUNNELS BENEATH MANHATTAN, BUT I AM UNABLE TO PREDICT THE OUTCOME SHOULD WE FOLLOW! ALL I SEE THERE IS DEATH!

BUT FOLLOW WE MUST! OUR PARDON IS CONTINGENT UPON PERFORMANCE!



IT DOESN'T TAKE PRECOGNITION TO FORESEE A BAD TIME FOR MUTANTS AHEAD!

I'VE MADE WHAT DEALS I CAN TO PROTECT US, BUT WE HAVE TO DELIVER!

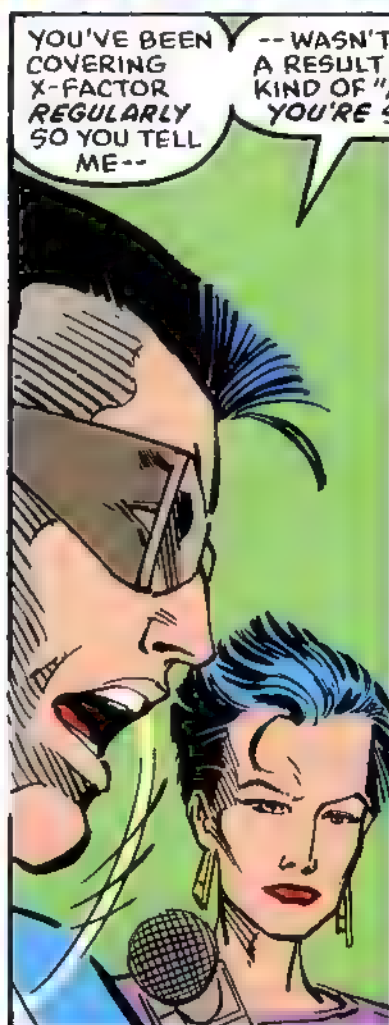
TELL ME SOMETHING--



--HOW CAN X-FACTOR SPONSOR A MUTANT SMEAR CAMPAIGN, THEN CHAMPION THEM?

WHAT DOES X-FACTOR REALLY STAND FOR?

NOT FOR VIGILANTISM, DESPITE OUR ADVERTISING! CERTAINLY NOT FOR MURDER!



YOU'VE BEEN COVERING X-FACTOR REGULARLY SO YOU TELL ME--

--WASN'T THIS HYSTERIA REALLY A RESULT OF MEDIA HYPE--THE KIND OF "REPORTING" THAT YOU'RE SO GOOD AT?



IF SIMPLY REPORTING YOUR EXPLOITS IS SO BAD, THEN HOW MUCH WORSE ARE THE MUTANT HUNTERS?



THIS IS POINTLESS! COME ON, PEOPLE, LET'S GO HOME!

HOW CAN YOU EVEN PRETEND YOU'RE AGAINST VIGILANTISM AND VIOLENCE?

MEANWHILE, THE MORNING
SUNLIGHT SHINES ON THE
X-FACTOR COMPLEX...

...AND ON THE YOUNG
MUTANT WITHIN.

ARTIE MADDICKS CAN'T
SPEAK OR WRITE, BUT
THE X-FACTOR IN HIS
GENETIC STRUCTURE
ALLOWS HIM TO "PICK
UP" IMAGES OF EVENTS
THAT HAPPEN ELSE-
WHERE AND "PROJECT"
THEM FOR ALL TO SEE...

...AND NOW HE
WATCHES HIS
BEST FRIEND
AND HERO
RUSTY COLLINS
CLAMBER
THROUGH
TUNNELS UNDER-
GROUND...

...AND WORRIES, BE-
CAUSE AS BAD AS THOSE
WHO CHASE HIM ARE...

...BEFORE
HIM, IN THE
TUNNELS,
ARE BEINGS
WHO ARE
MUCH, MUCH
WORSE!*

...X-FACTOR'S PUBLIC
RELATIONS DIRECTOR
WILL KNOW WHAT TO DO!

HE'S GOT TO TELL
CAMERON HODGE...

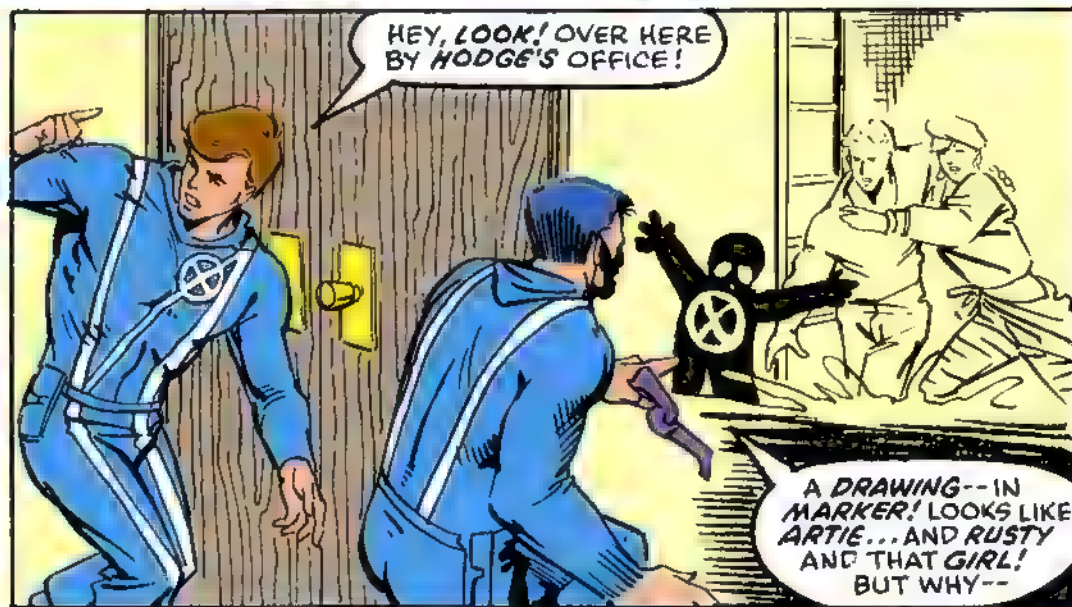
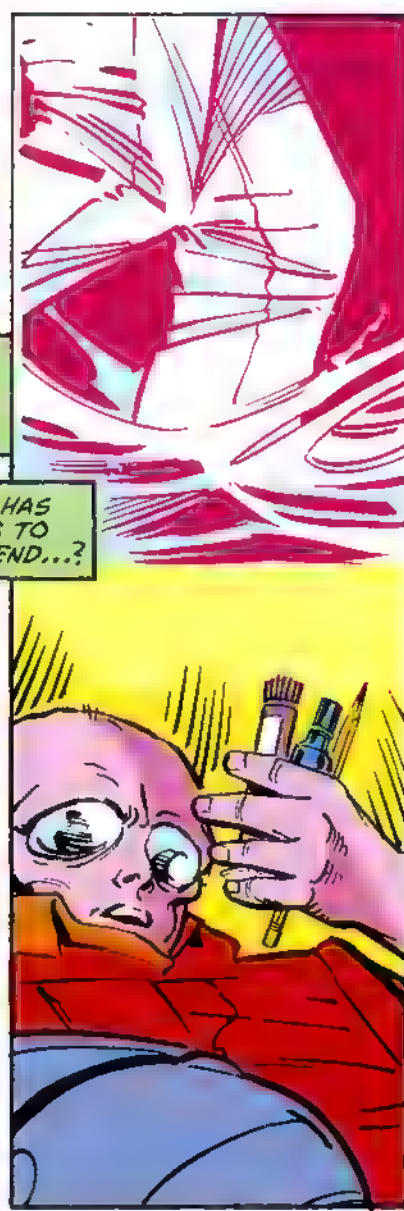
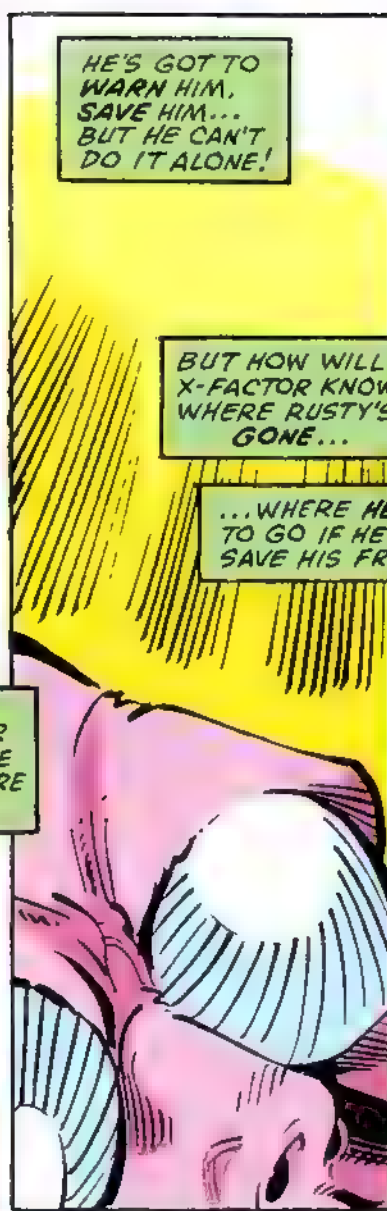
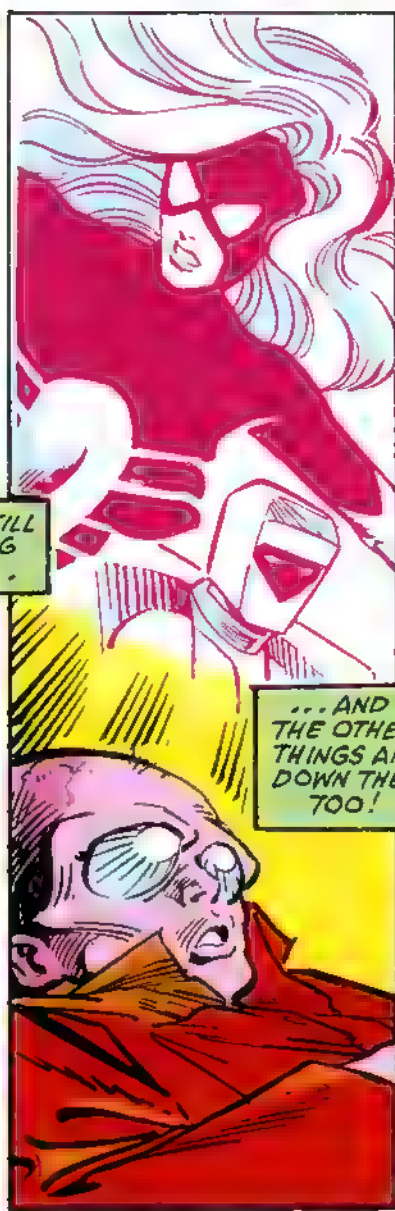
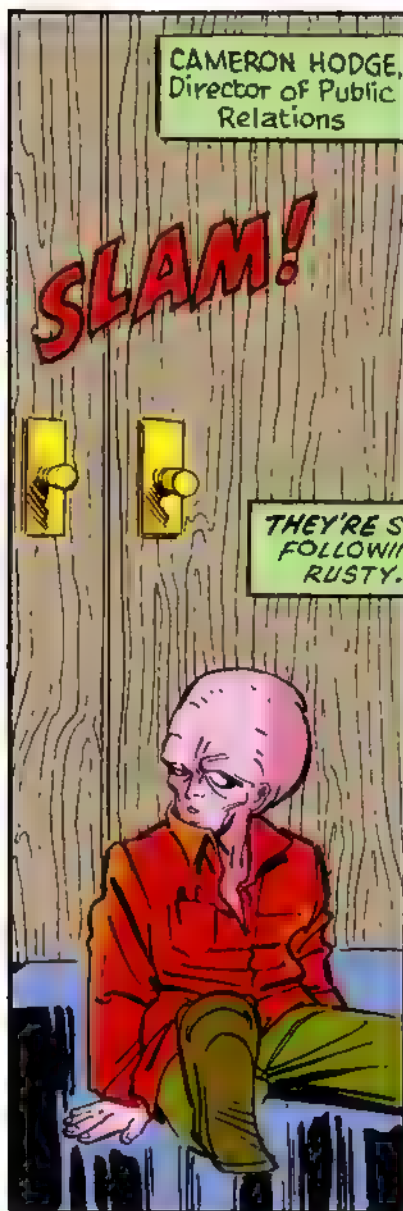
ONE
MOMENT,
SIR! WE
HAVE A
LITTLE
PROBLEM
DEVELOP-
ING HERE!

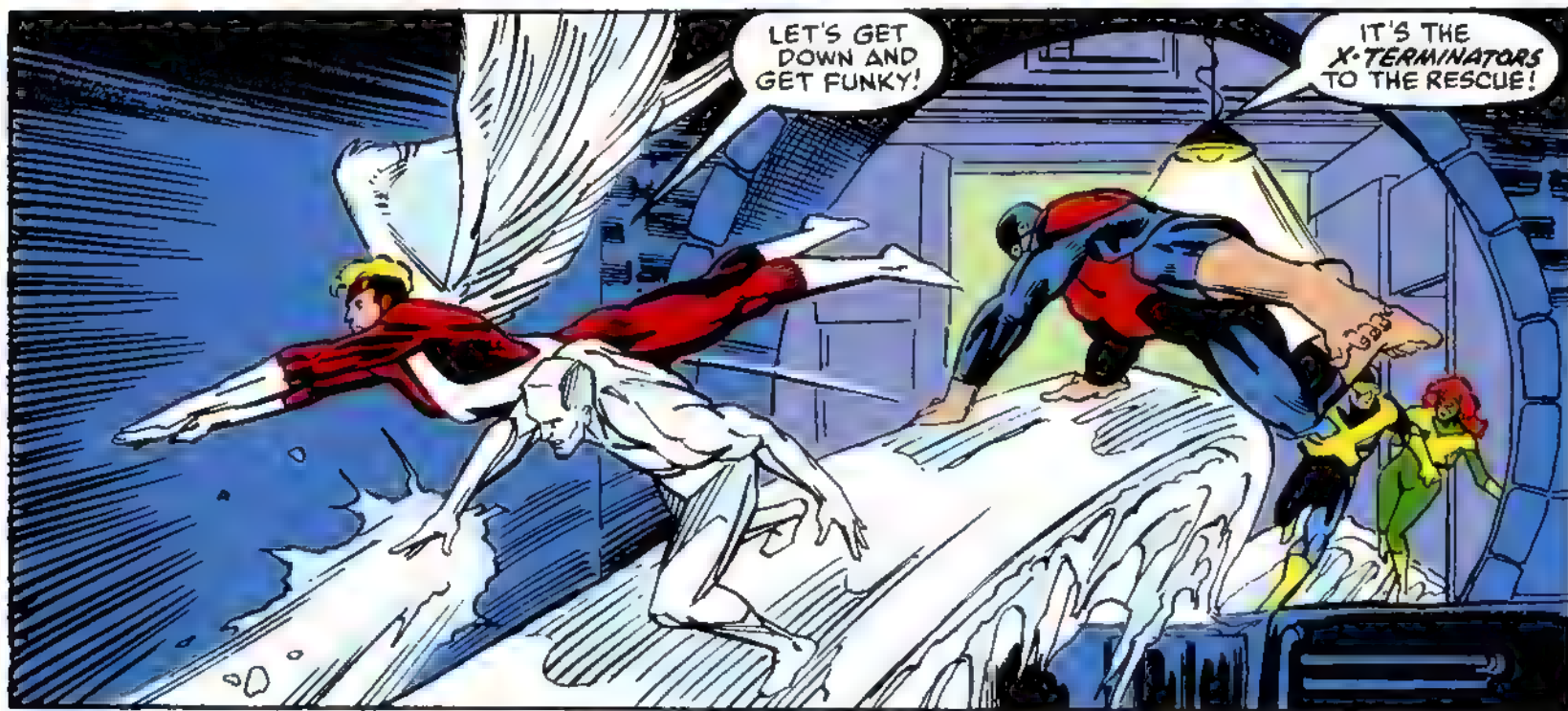
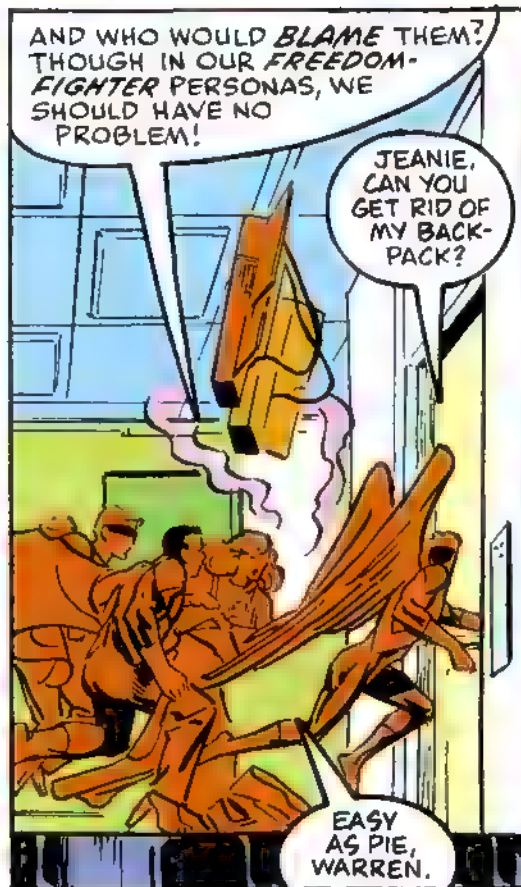
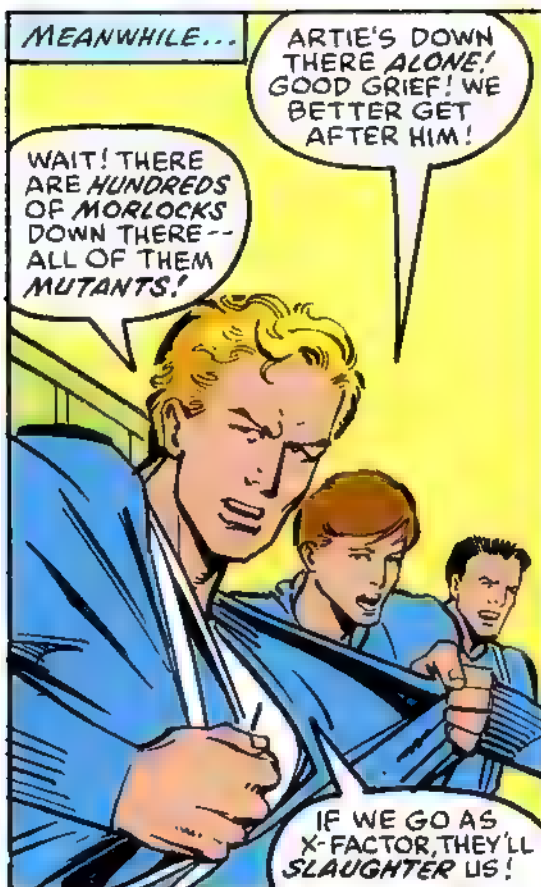
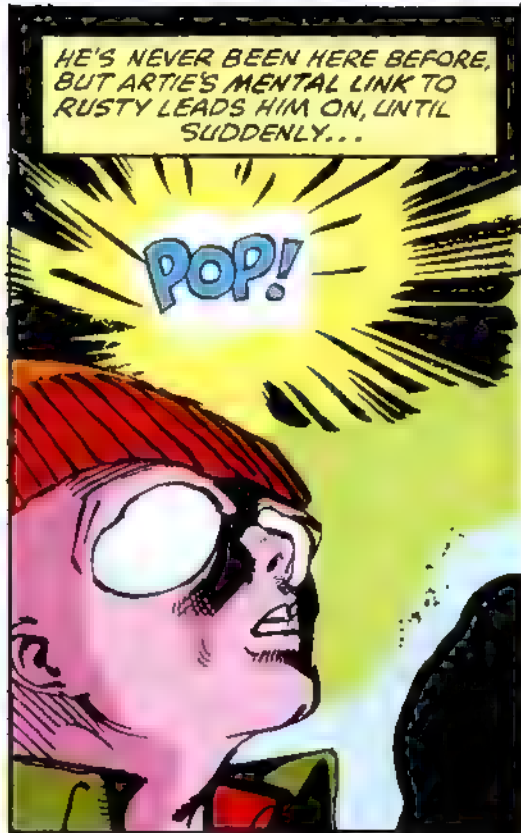
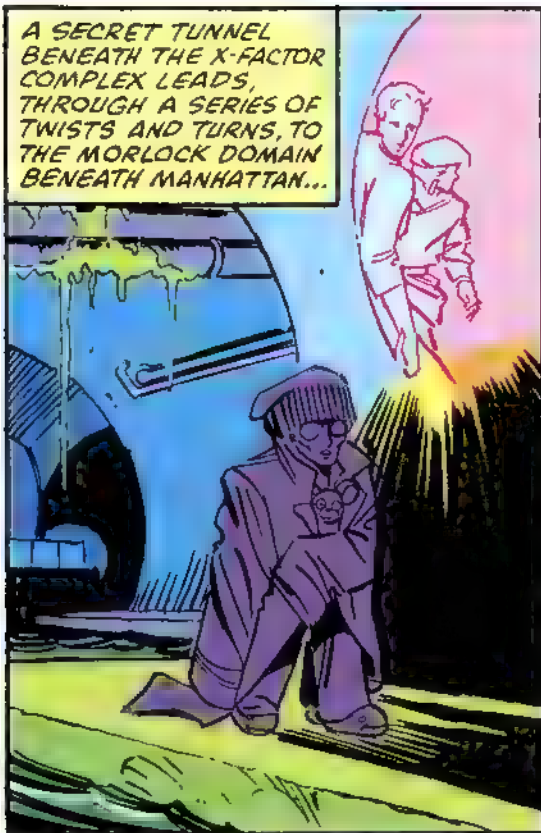
*TO UNDERSTAND
WHAT ARTIE IS
SEEING, SEE
X-MEN # 210!

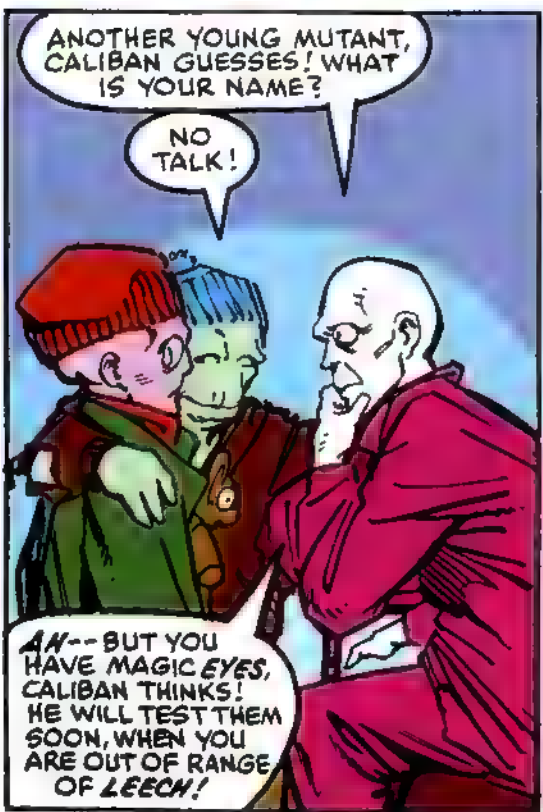
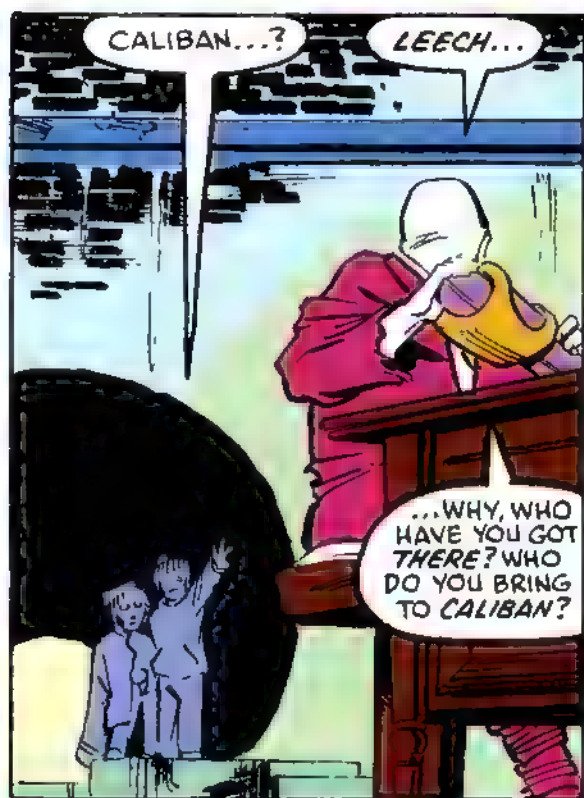
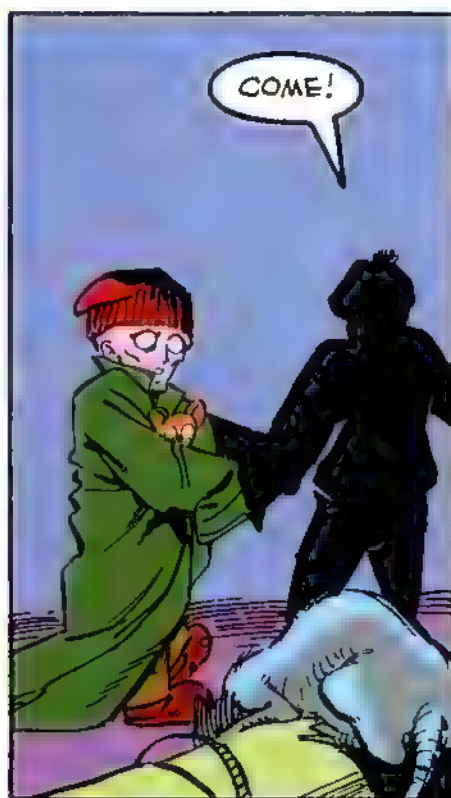
N-NO, SIR!
NOTHING I
CAN'T HANDLE!

WHAT'S GOING
ON HERE? CAN'T
YOU SEE I'M BUSY?

GET OUT!
GO HAVE
YOUR NASTY
LITTLE FIT
SOMEWHERE
ELSE!





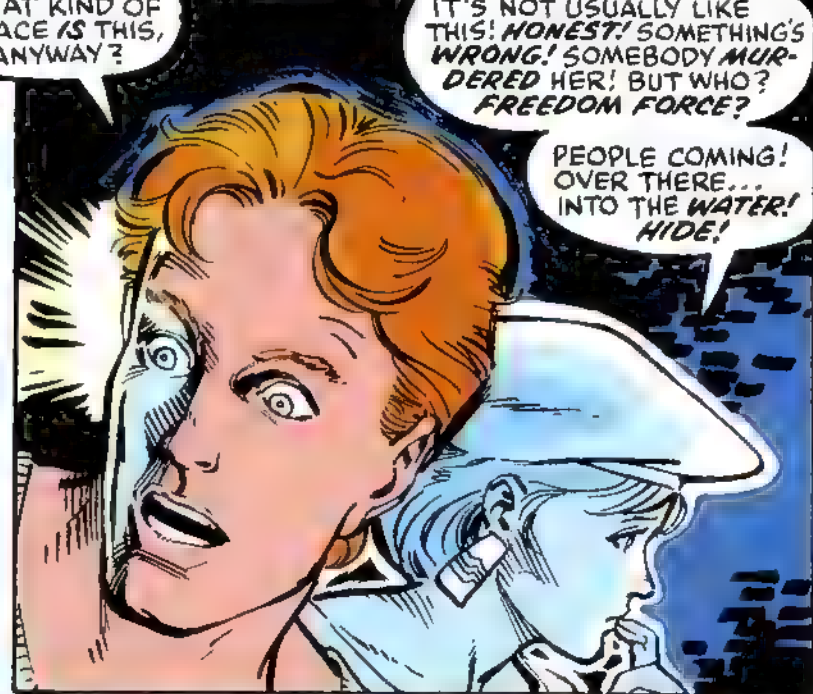


WHILE ELSEWHERE IN THE TUNNELS...



THAT'S A BODY!
I TRIPPED OVER
A BOMM-MM!

SHHH!
QUIET!



WHAT KIND OF
PLACE IS THIS,
ANYWAY?

IT'S NOT USUALLY LIKE
THIS! HONEST! SOMETHING'S
WRONG! SOMEBODY MUR-
DERED HER! BUT WHO?
FREEDOM FORCE?

PEOPLE COMING!
OVER THERE...
INTO THE WATER!
HIDE!



DESTINY?
ARE THEY
CLOSE?

I- I CAN'T TELL! THE
POSSIBILITY OF DEATH
SURROUNDS US-- GROWS
STRONGER EVERY SECOND
WE REMAIN!

ALL OTHER
PRECOGNITION
IS OVERWHELMED
...LOST...



HEY, MYSTIQUE! IT DON'T TAKE
NO PRECOGNITION TO NAIL
THIS SEWER RAT...

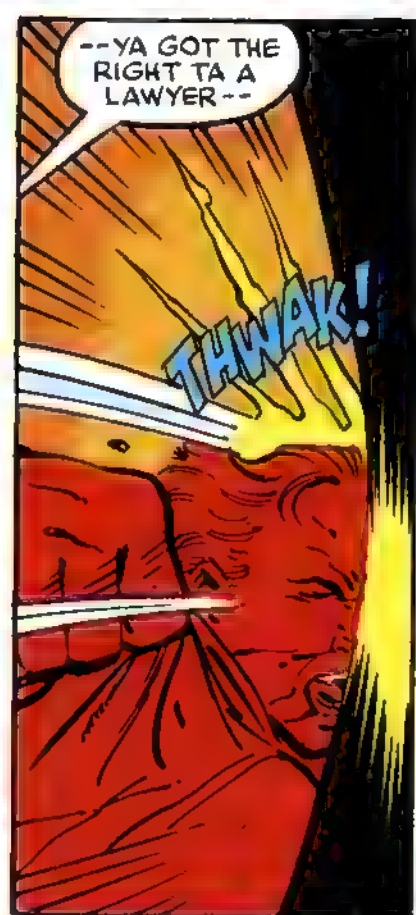
WHOMP!

...DOES IT,
SCUM?



LIKE I WUZ SAYIN'
EARLIER--YA GOT
THE RIGHT TA
REMAIN SILENT--

WHAK!



--YA GOT THE
RIGHT TA A
LAWYER--

THWAK!

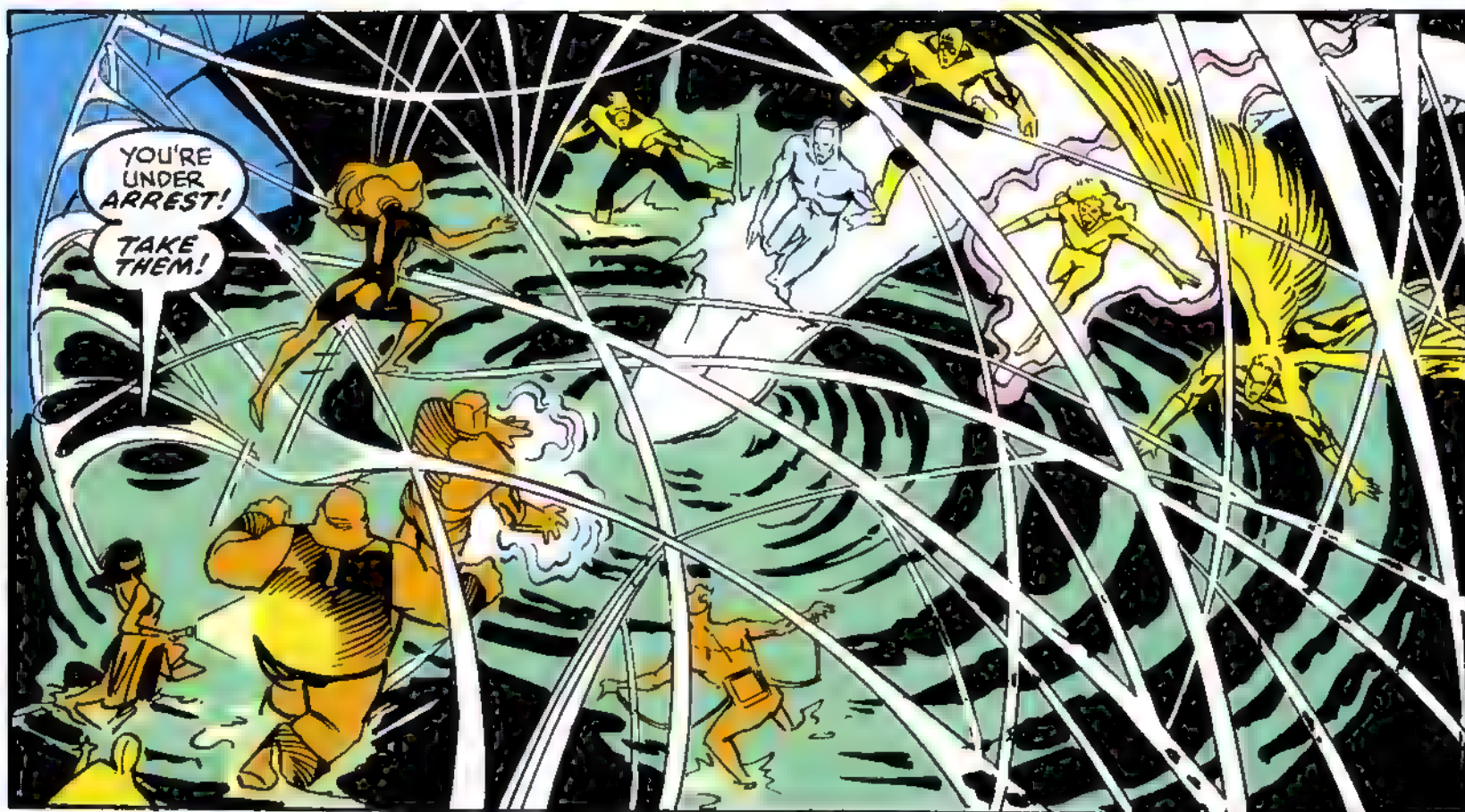


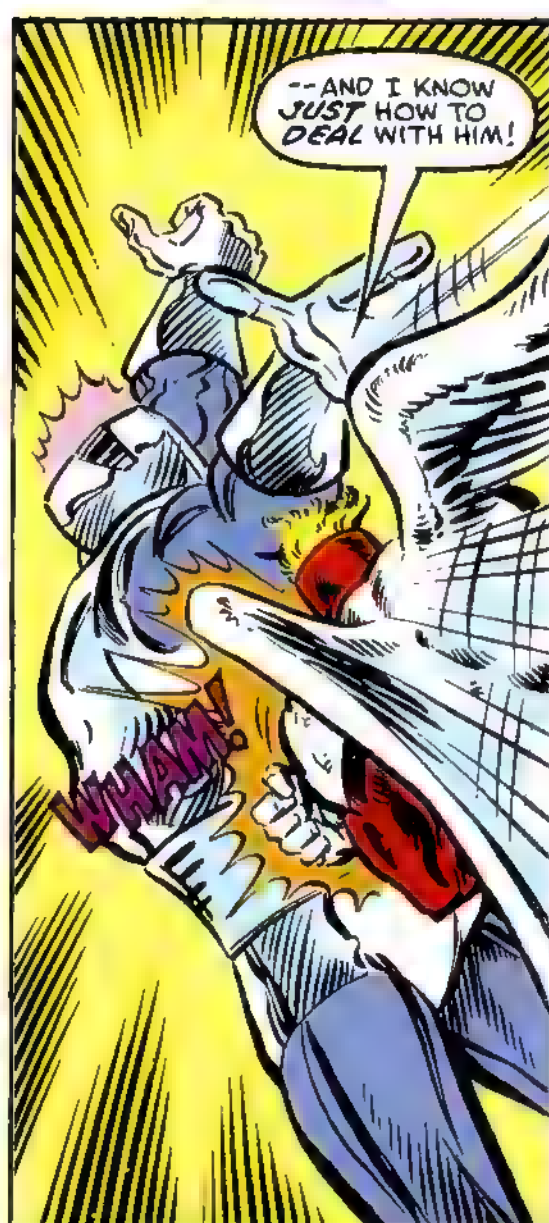
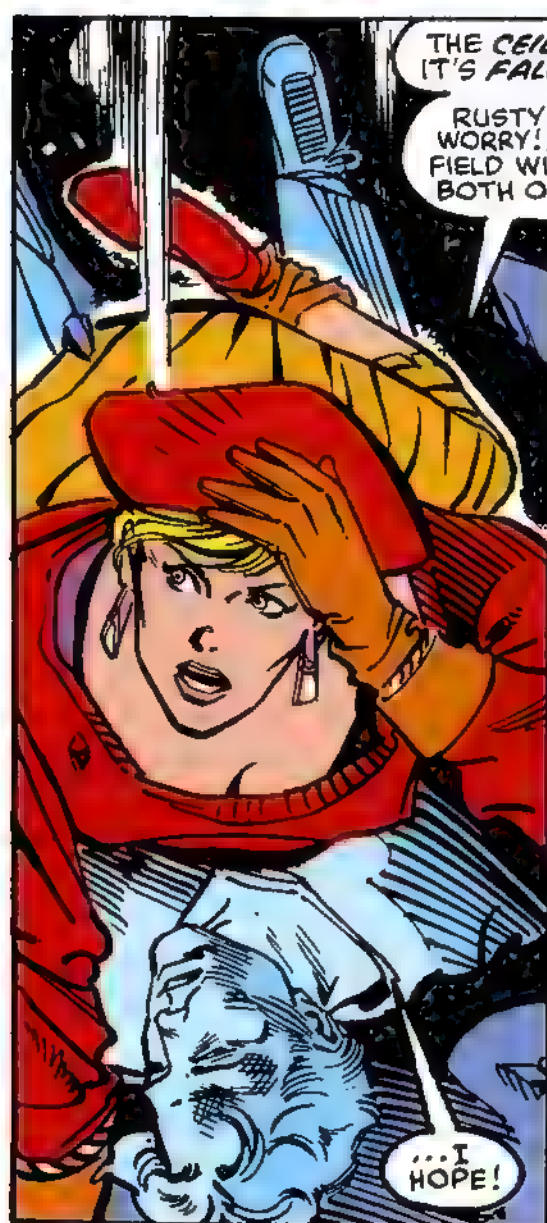
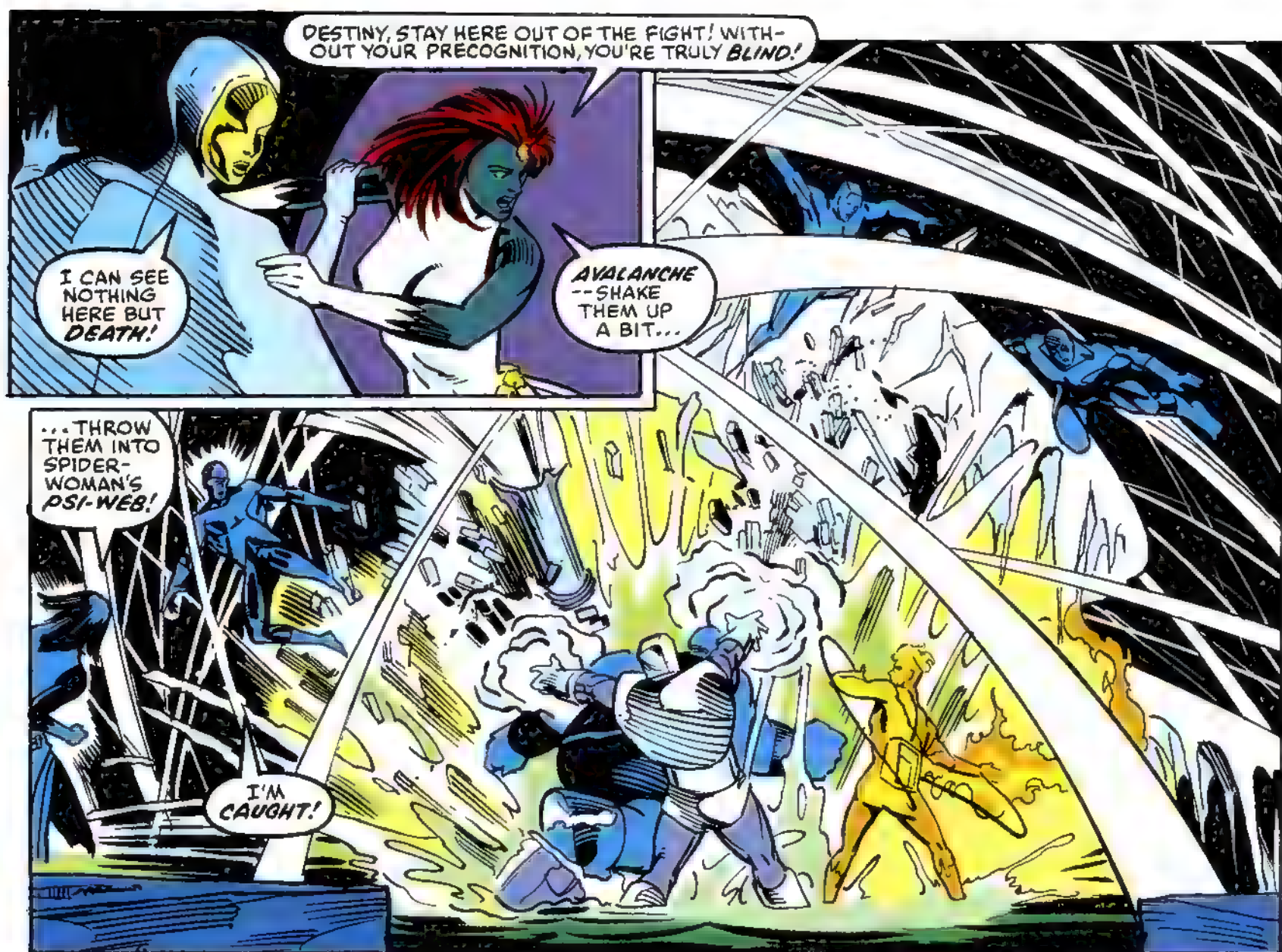
BLOB! STOP THAT!
OUR ORDERS WERE
TO DELIVER HIM
ALIVE!

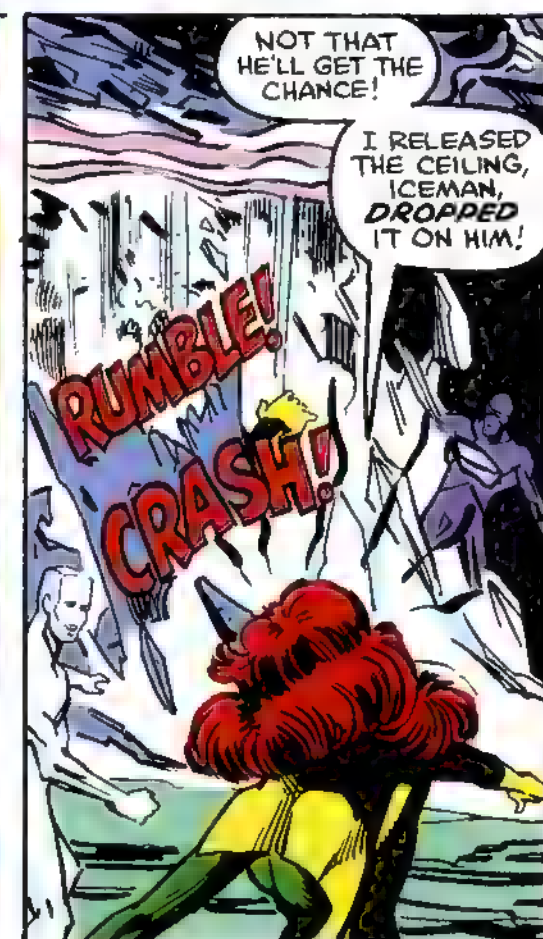
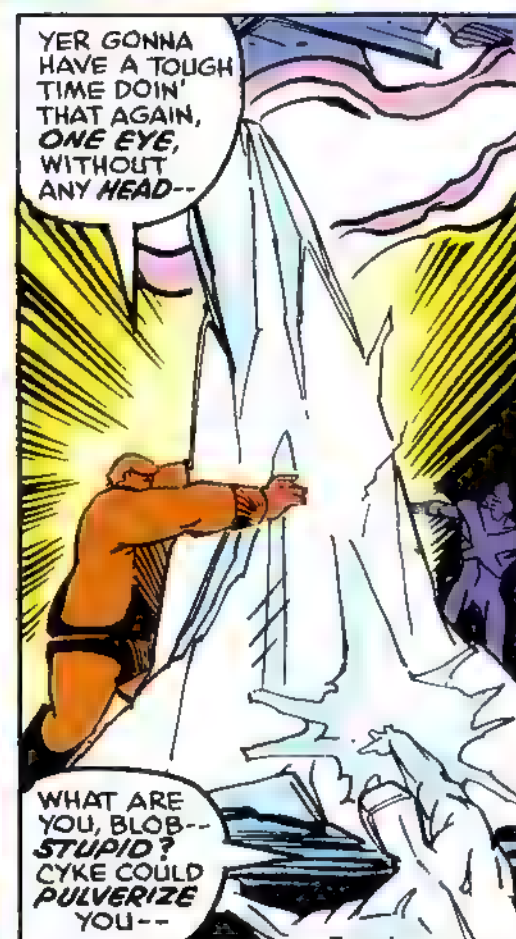
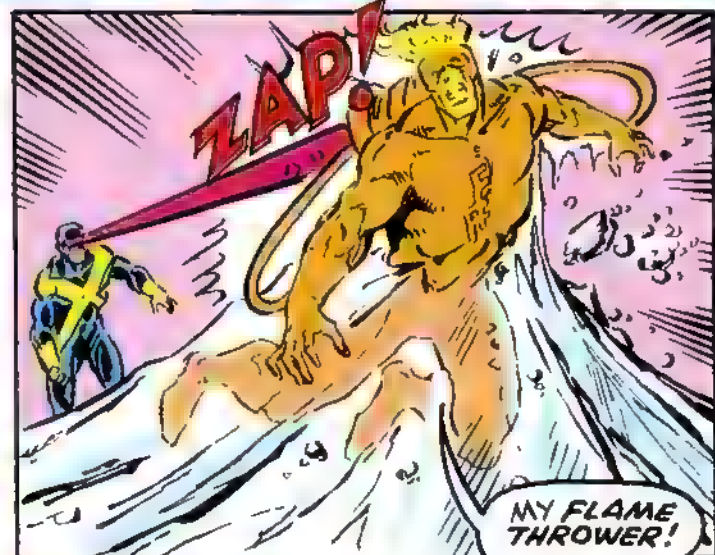
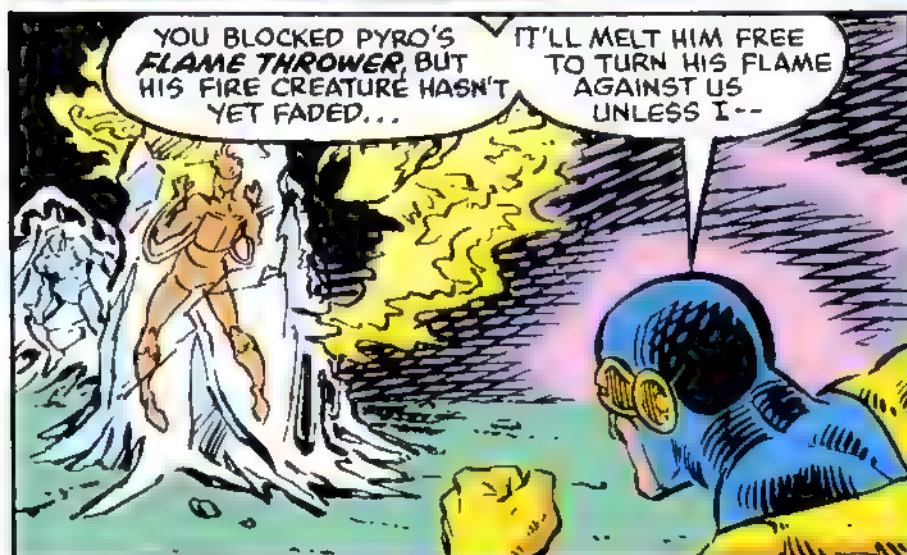
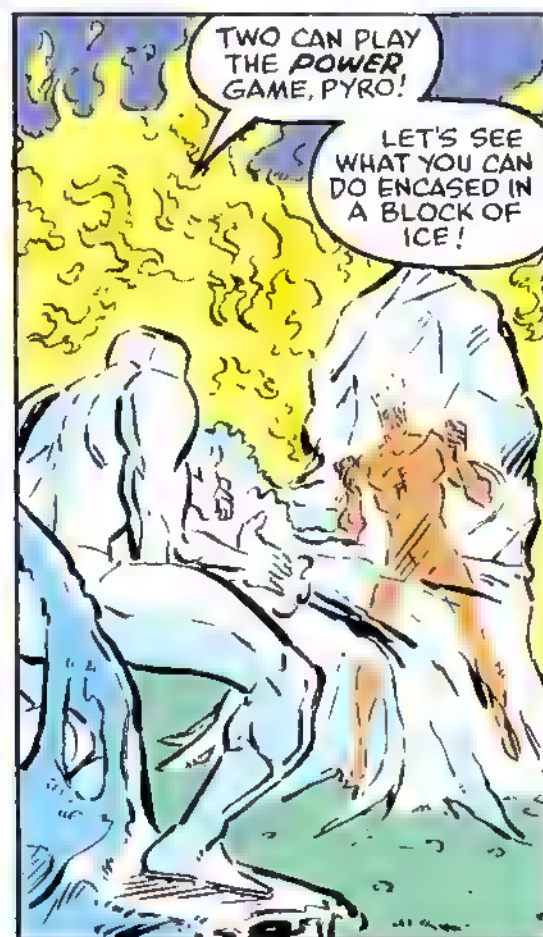
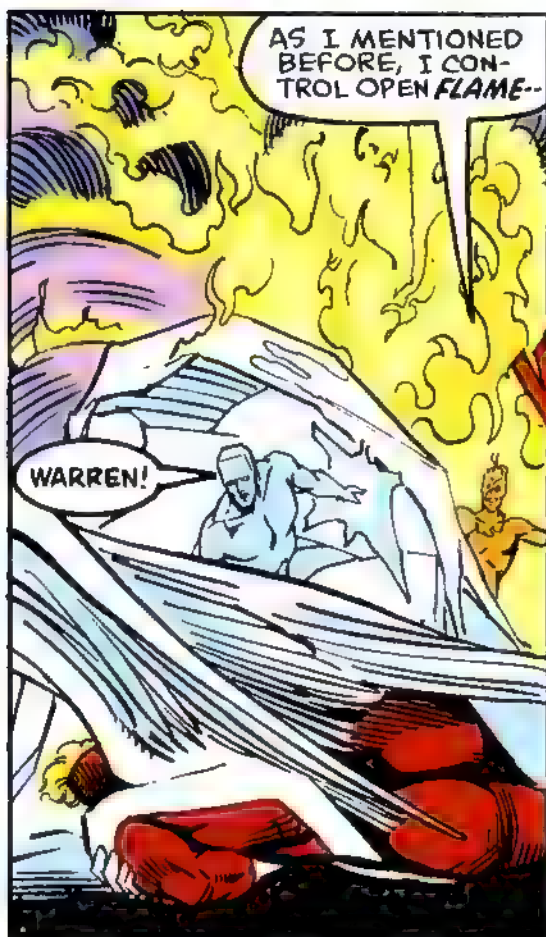


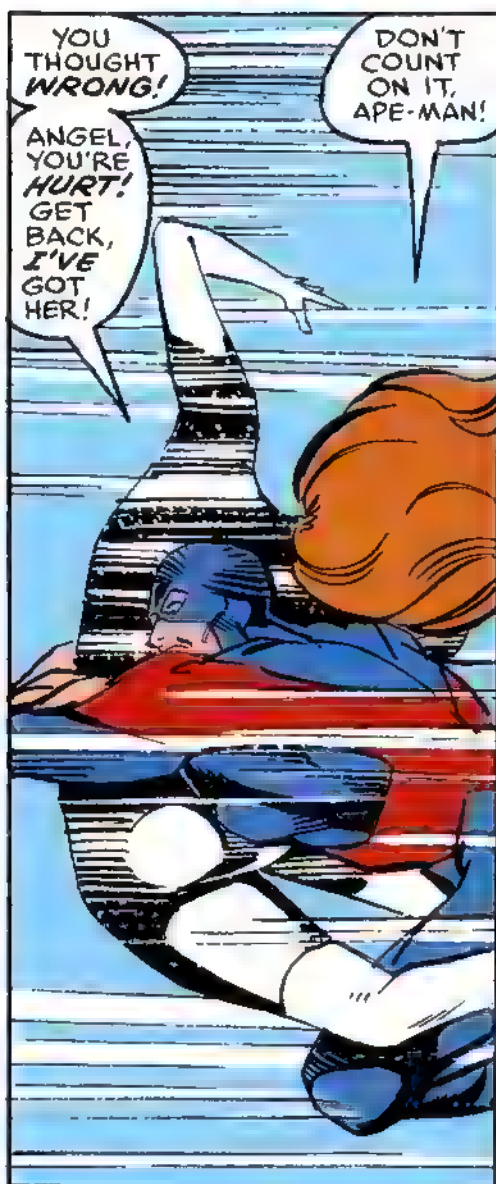
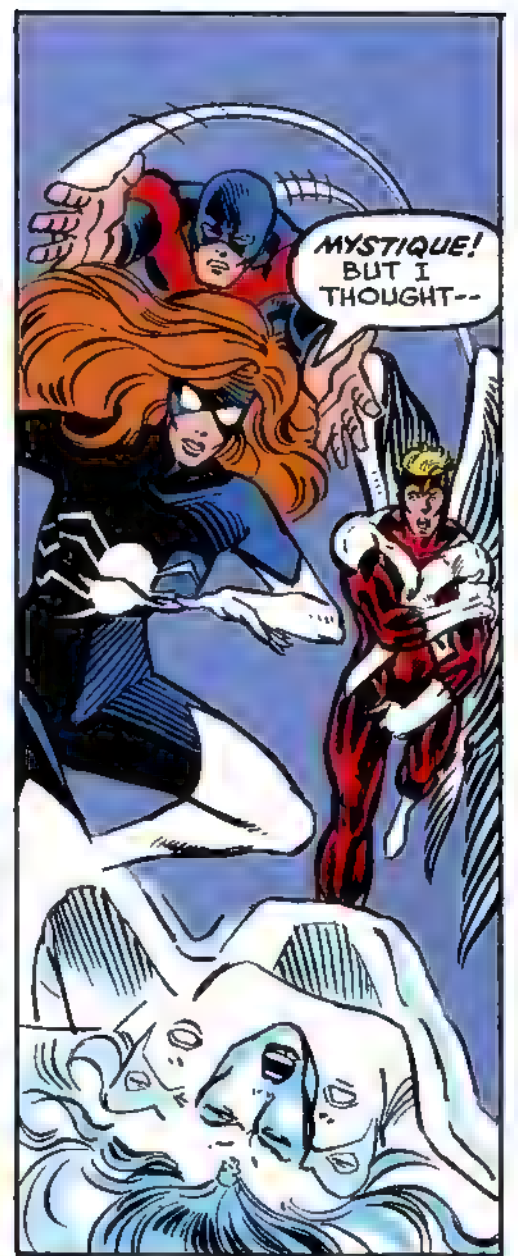
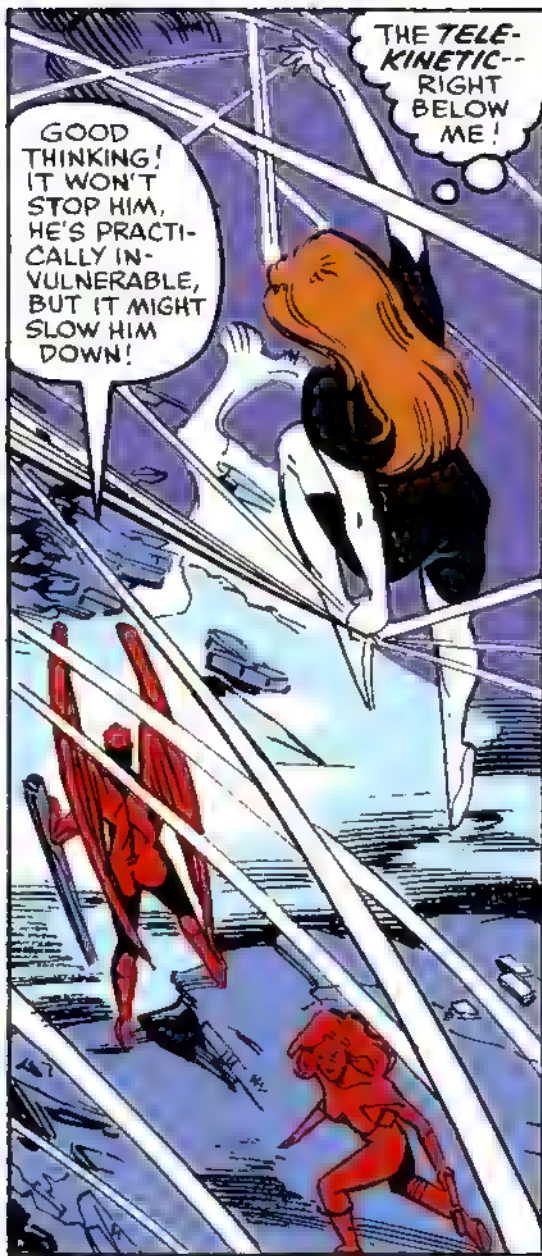
STOP!
PLEASE!
YOU'LL
KILL HIM!

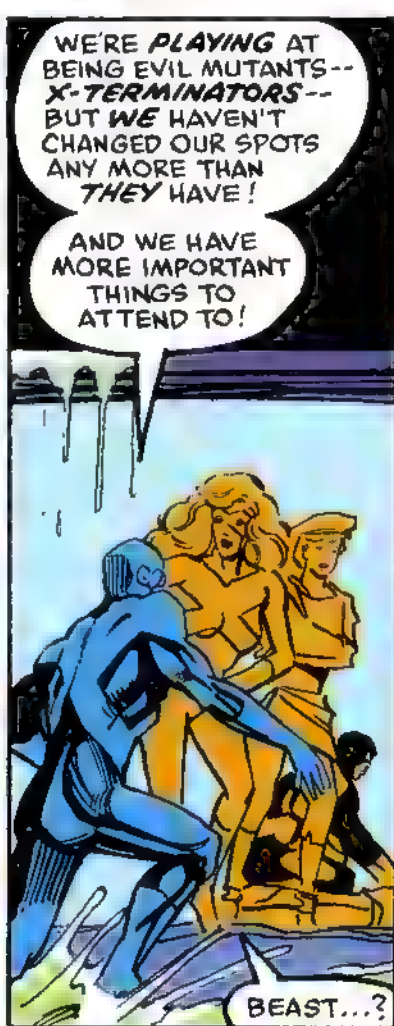
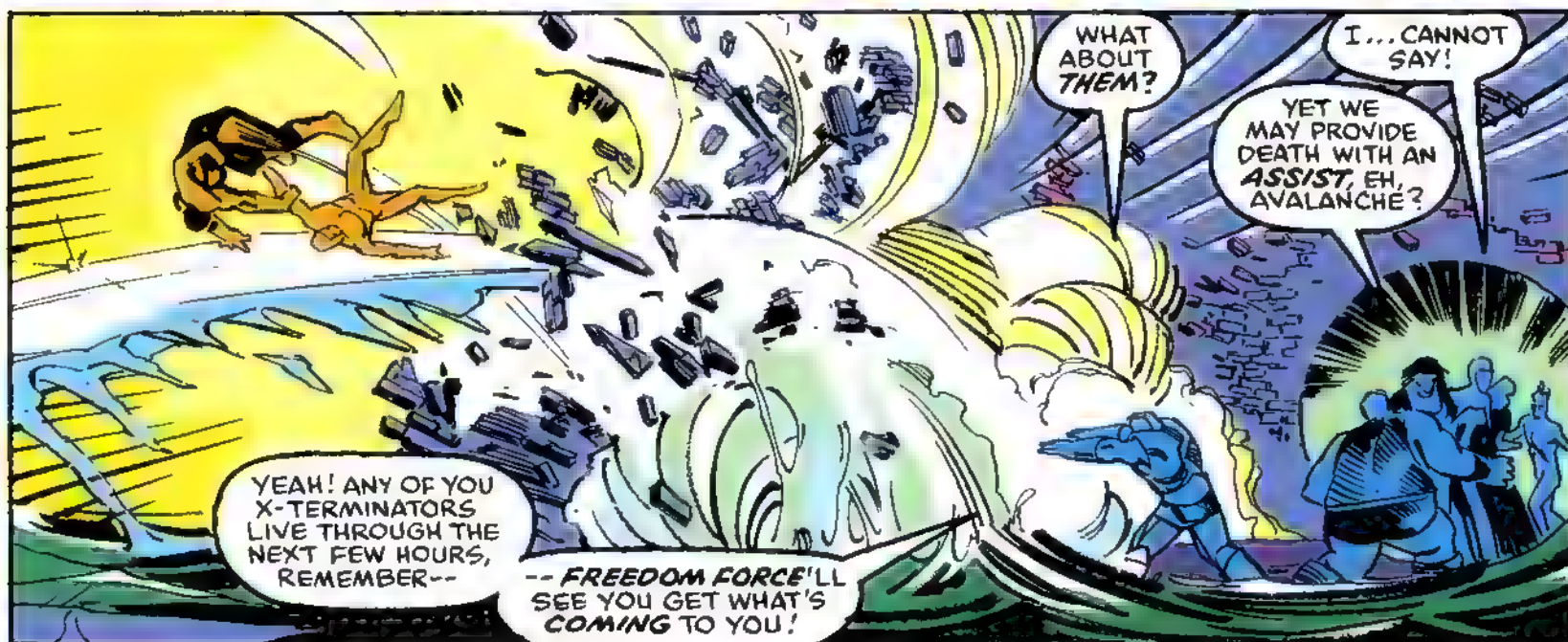
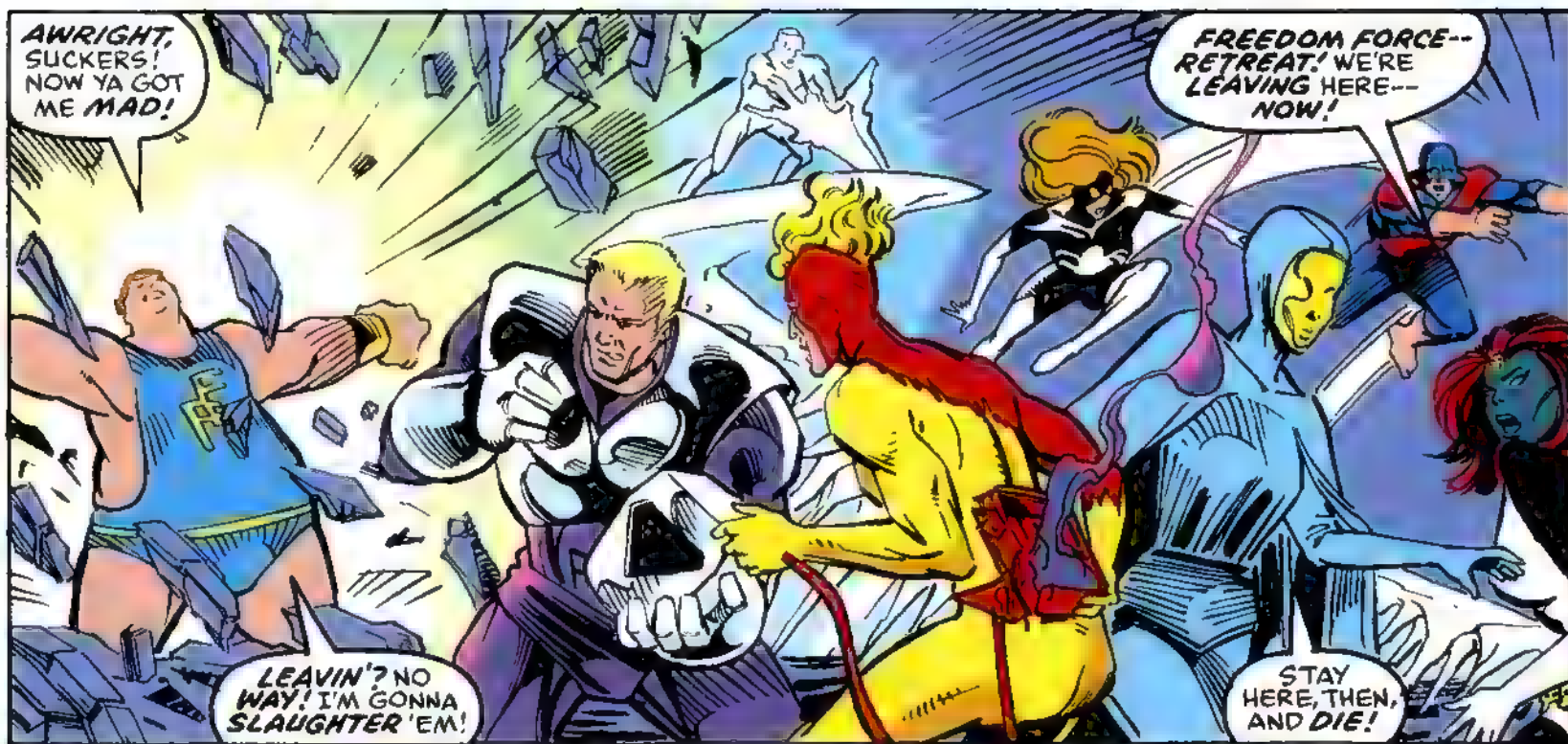
KRAK!

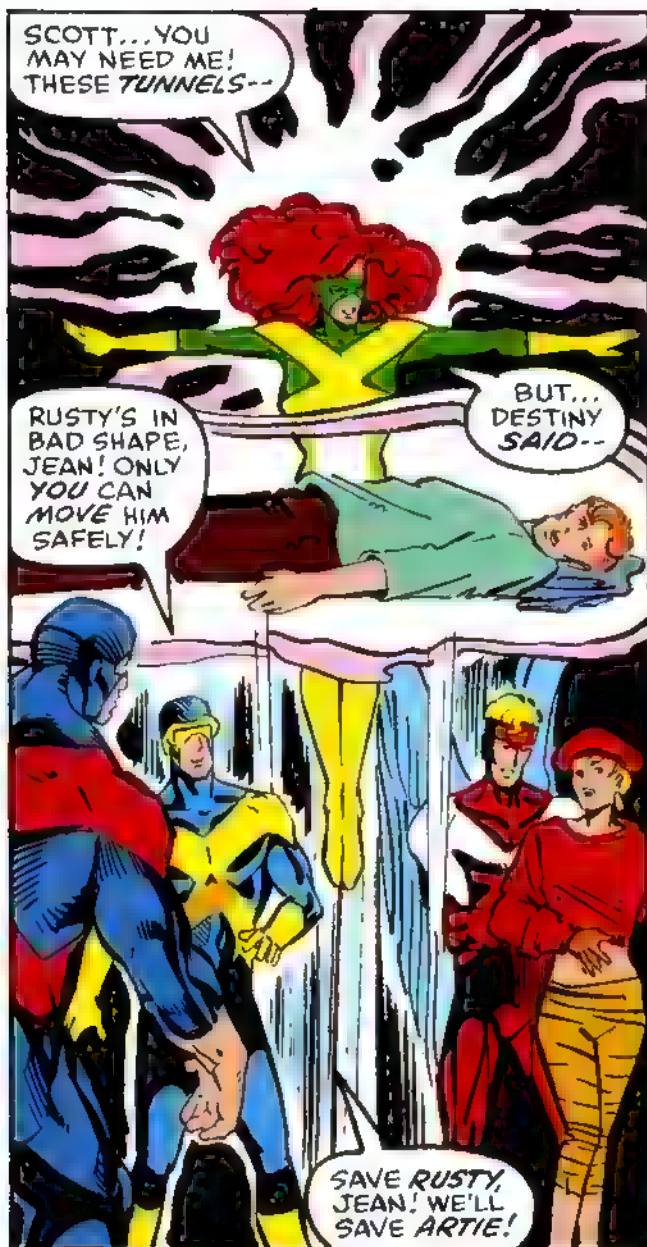












SCOTT...YOU MAY NEED ME! THESE TUNNELS--

RUSTY'S IN BAD SHAPE, JEAN! ONLY YOU CAN MOVE HIM SAFELY!

BUT... DESTINY SAID--

SAVE RUSTY, JEAN! WE'LL SAVE ARTIE!



I BLAME MYSELF! I TURNED MY BACK ON RUSTY, PRACTICALLY *DROVE* HIM DOWN HERE! AND ARTIE FOLLOWED TO SAVE HIS FRIEND...

MAYBE IT WOULD BE BETTER FOR ALL OF US IF I *DID* DIE DOWN HERE! MY DREAMS... ALL OF THEM... THERE'S SO LITTLE LEFT!

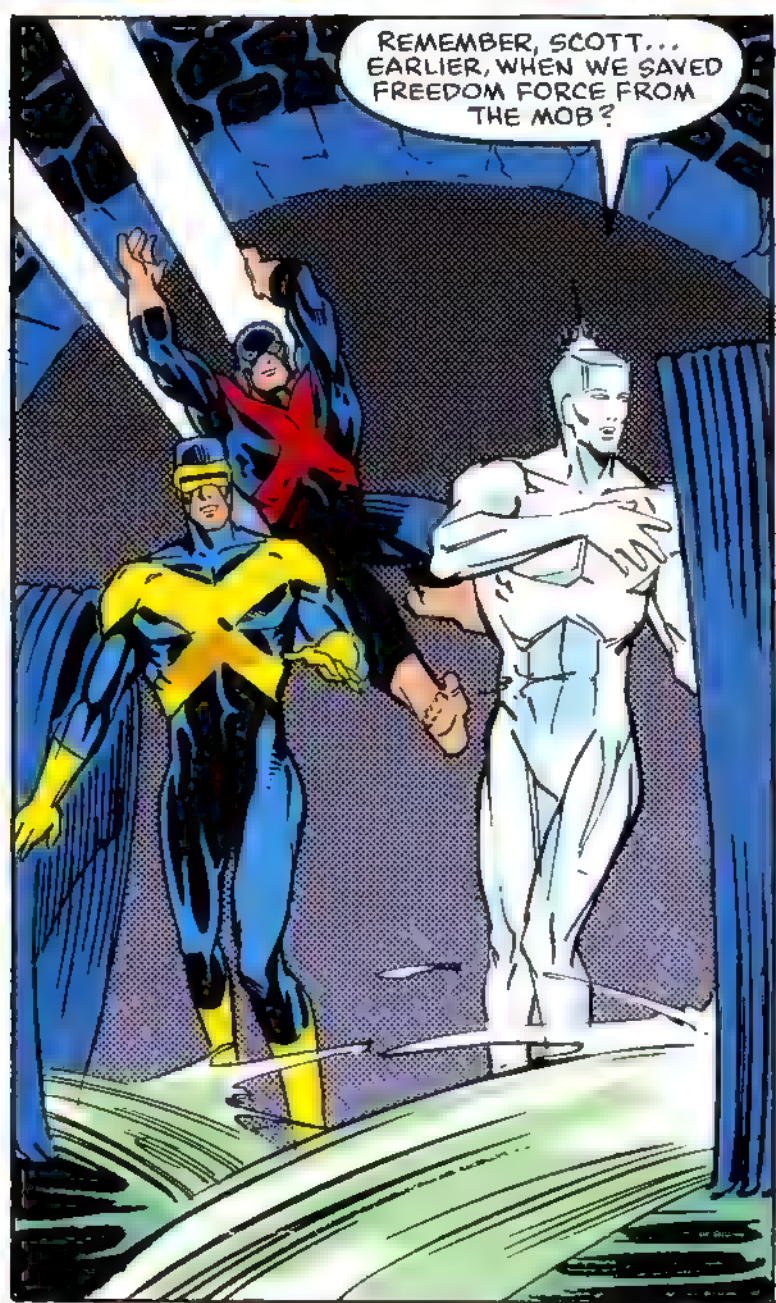


COME ON, THEN! THE SOONER WE GET THERE--

HEY! I CAN'T HOLD ON TO YOU!

I KNOW! THAT'S WHY THEY CALL ME *SKIDS*!

BUT DON'T WORRY! I'LL KEEP UP! I CAN SKATE ON MY *FORCE FIELD* NEARLY AS FAST AS YOU CAN FLY!

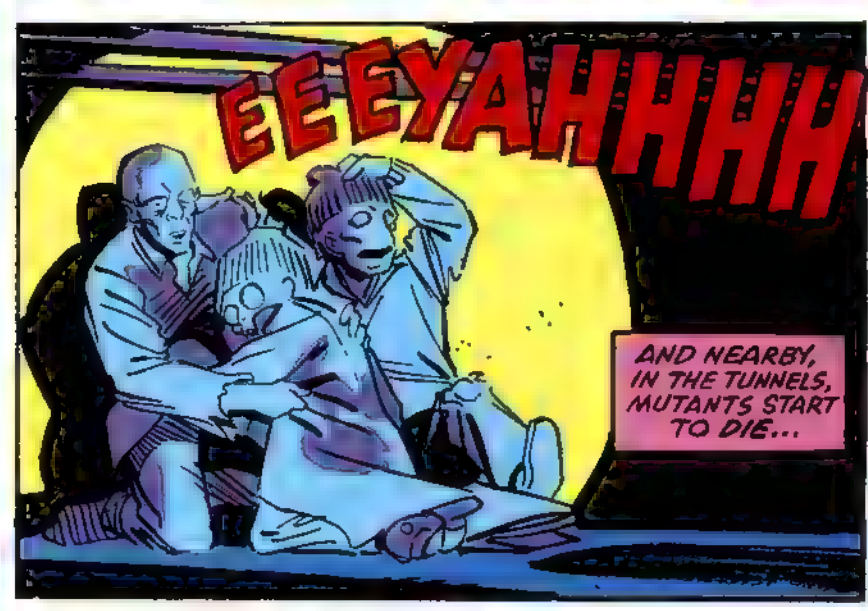


REMEMBER, SCOTT... EARLIER, WHEN WE SAVED FREEDOM FORCE FROM THE MOB?



I WISH WE'D LET THOSE PEOPLE *STONE* THEM!

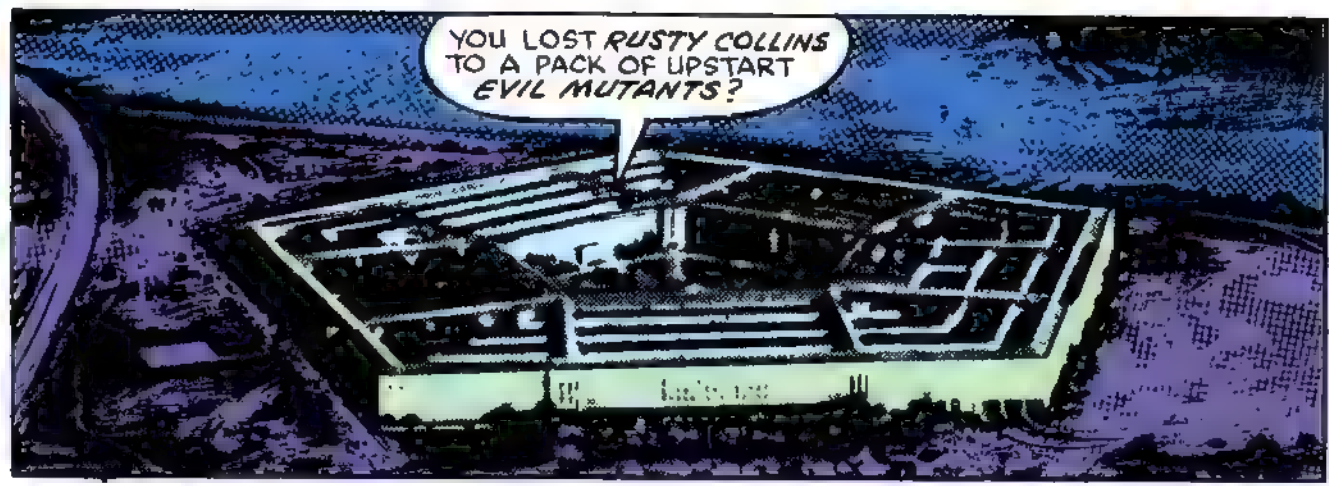
MY LORD! WHAT WAS THAT?



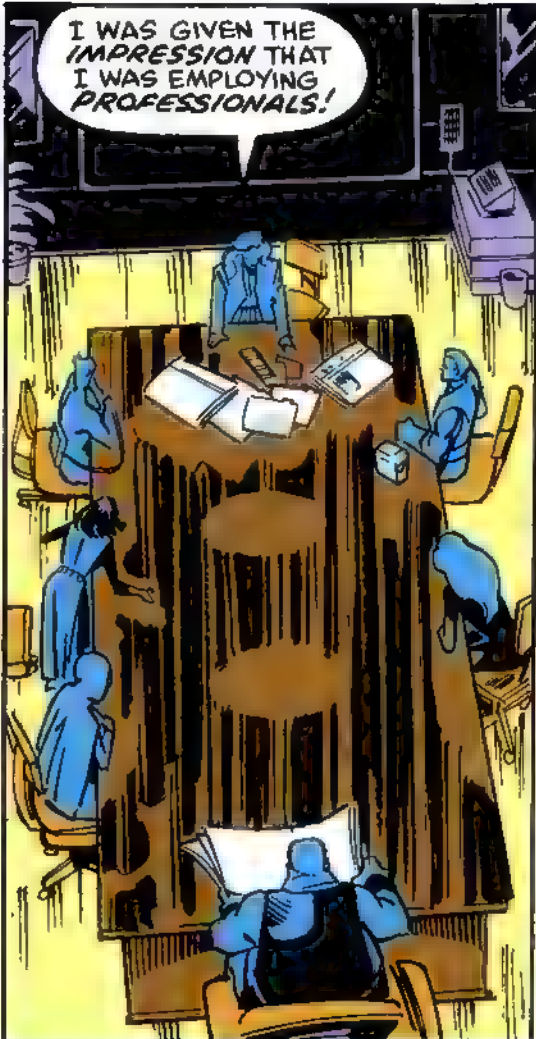
EEEEYAHHHHH

AND NEARBY, IN THE TUNNELS, MUTANTS START TO DIE...

WHILE VERY SHORTLY, IN WASHINGTON, IN THE SECTION OF THE PENTAGON RUN BY VALERIE COOPER AND DEVOTED TO THE SPECIAL AGENCY KNOWN AS FREEDOM FORCE...



YOU LOST RUSTY COLLINS TO A PACK OF UPSTART EVIL MUTANTS?

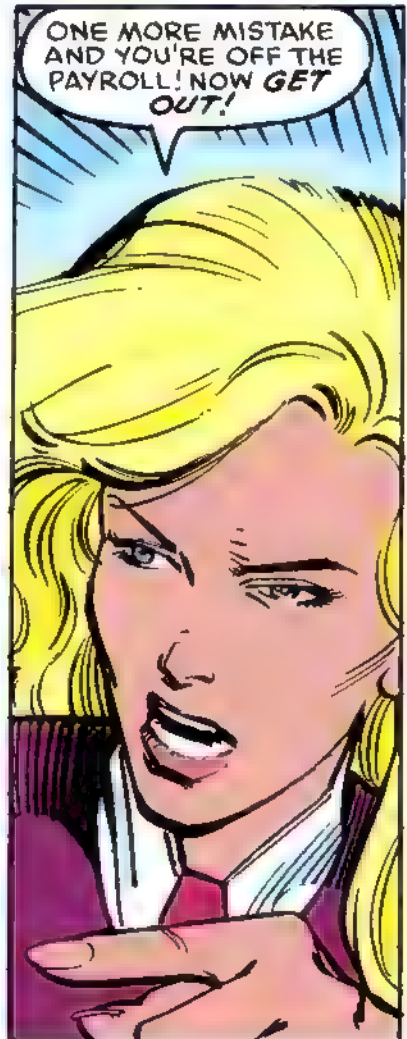


I WAS GIVEN THE IMPRESSION THAT I WAS EMPLOYING PROFESSIONALS!



THESE WEREN'T ORDINARY MUTANTS, VALERIE--

SILENCE! NOT ANOTHER WORD! THERE IS NO EXCUSE!



ONE MORE MISTAKE AND YOU'RE OFF THE PAYROLL! NOW GET OUT!



HA! THE X-TERMINATORS AIN'T NO UP-START GROUP... THEY'RE THE OLD X-MEN! I FOUGHT'EM ENOUGH TA--

I KNOW THAT, BLOB! AND I WAS GOING TO TELL HER, AND SHE TOLD ME TO SHUT UP!

AND SO I DID!

VALERIE COOPER DOESN'T DESERVE TO KNOW THE TRUTH! WE'LL GET THE X-TERMINATORS, ALL RIGHT, BUT WE'LL DO IT OUR WAY!

HOW?



THE ANGEL IS WARREN WORTHINGTON --THE MILLIONAIRE PLAYBOY MUTANT, IS HE NOT?

WE'RE GOING TO TAP INTO UNCLE SAM'S COMPUTERS AND LEARN WHAT HE'S BEEN UP TO LATELY--AND THEN WE'LL GIVE THAT REPORTER, TRISH TILBY, A CALL!

SHE'S DETERMINED! COURAGEOUS! CRUSADING...WE CAN COUNT ON HER TO TELL THE WORLD THAT WARREN WORTHINGTON IS AN EVIL MUTANT!

IN MANHATTAN, IN THE ALLEY, MORLOCKS ARE DYING! SOME ARE DEAD ALREADY! TO LEARN WHO'S KILLING THEM, READ X-MEN# 211...

...AND DON'T MISS X-FACTOR*10-- AN EPIC OF DEATH AND DESTRUCTION AS ONLY WALT SIMONSON COULD RENDER IT--

FALLEN ANGEL!

A COLLECTOR'S ITEM, FOR SURE! DON'T SAY WE DIDN'T WARN YOU!

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A MILE BENEATH
MANHATTAN'S
STREETS-- IN THE
SHADOWED,
SECRET TUNNELS
WHEREIN THE
MORLOCKS DWELL--
IT BEGINS...

HI,
THERE!

I'M SCALP-
HUNTER.

WE'RE THE
MARAUDERS.

WE KILL
MUTANTS.

WHO'S
NEXT?!

CHRIS
CLAREMONT
WRITER

JOHN ROMITA JR. &
BRET BLEVINS
ARTISTS

AL
WILLIAMSON
INKER

TOM
ORZECOWSKI
LETTERER

GLYNIS
OLIVER
COLORIST

ANN
NOCENTI
EDITOR

JIM
SHOOTER
EDITOR IN CHIEF

MORLOCKS ARE OUTCASTS FROM SOCIETY-- AS THEY FEEL THEIR BEING MUTANTS BRANDS THEM AS OUTCASTS FROM THE HUMAN RACE. THEY LIVE DEEP UNDERGROUND, BECAUSE THEY BELIEVE THAT HERE THEY'RE SAFE.

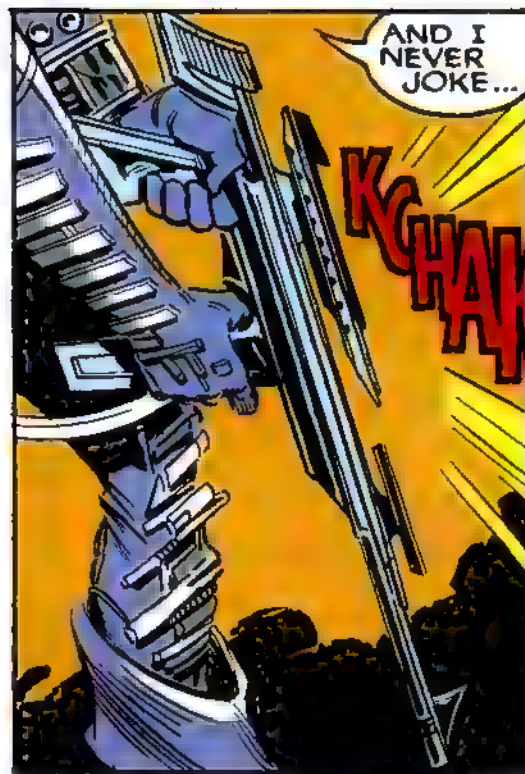
WHA'CHU TALKIN', MAN-- THIS SOME KIND'A HA-HA, HEY?



NOPE.

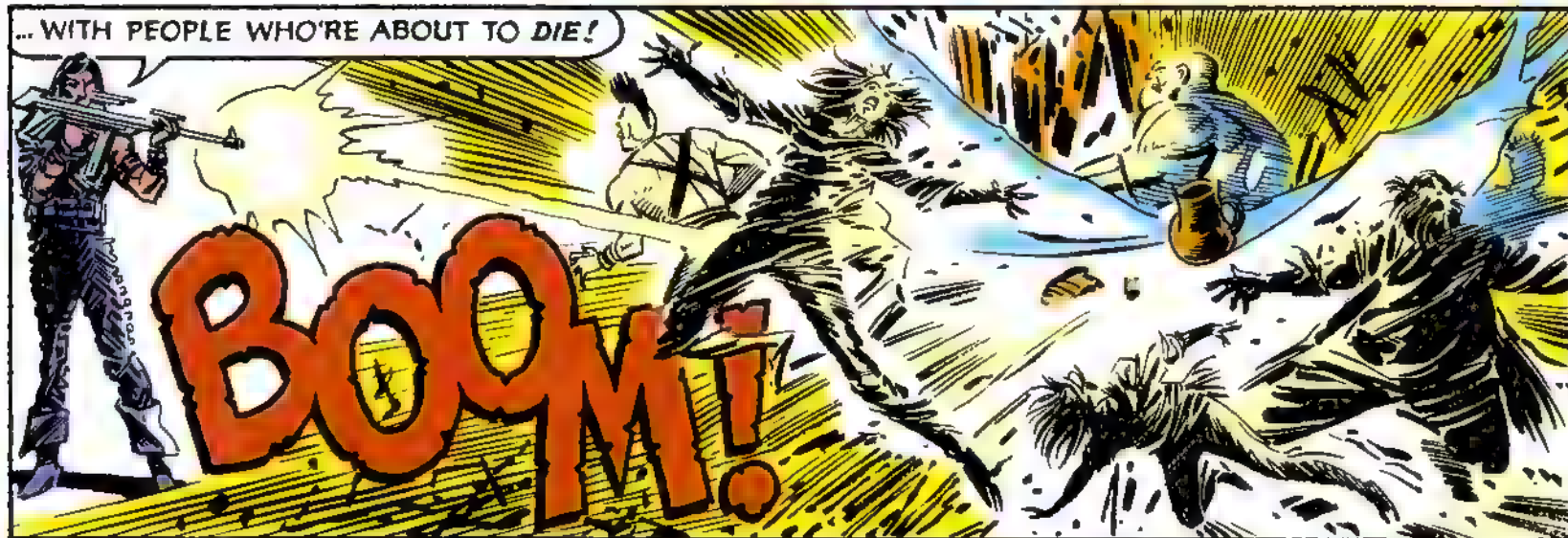


I'M A SERIOUS MAN...
... ENGAGED IN A SERIOUS BUSINESS.



AND I NEVER JOKE...

... WITH PEOPLE WHO'RE ABOUT TO DIE!

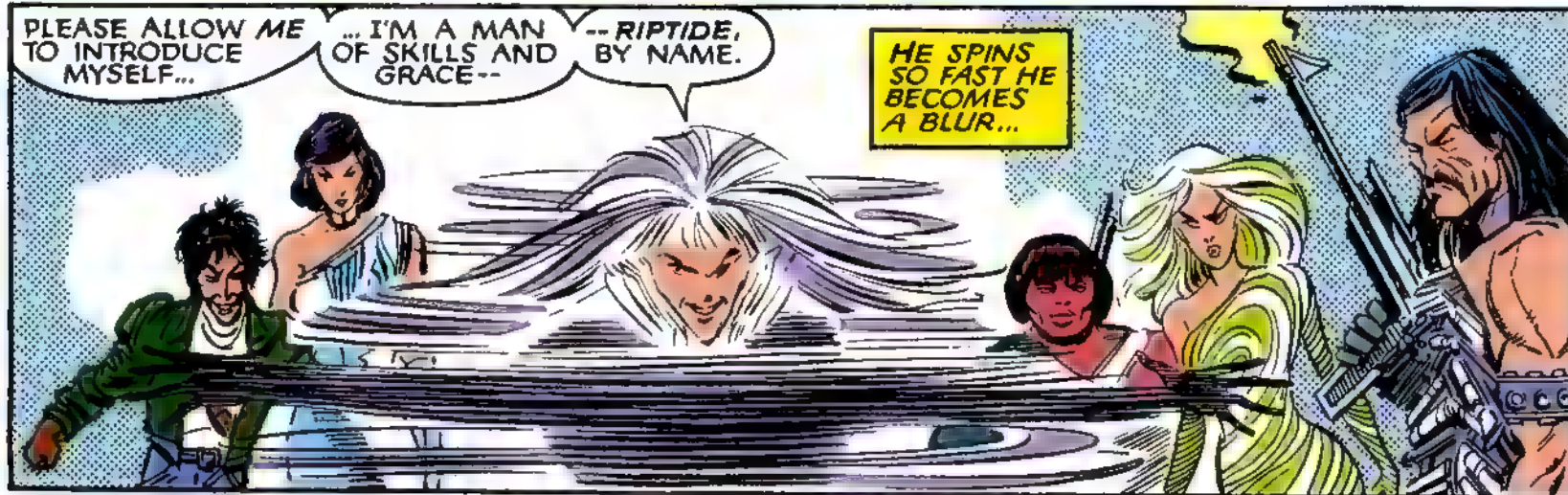


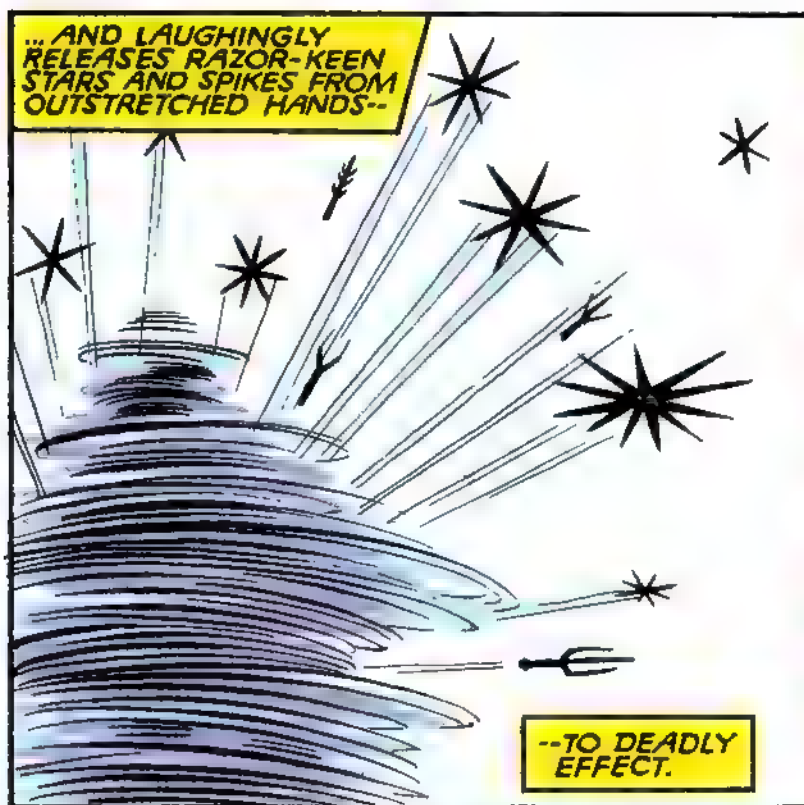
PLEASE ALLOW ME TO INTRODUCE MYSELF...

... I'M A MAN OF SKILLS AND GRACE--

-- RIPTIDE, BY NAME.

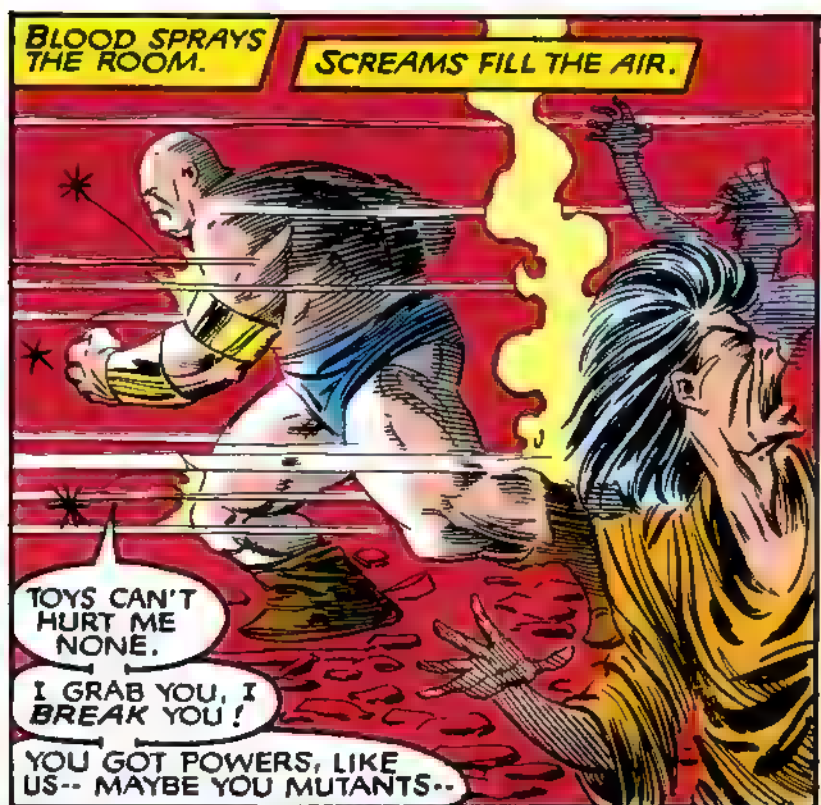
HE SPINS SO FAST HE BECOMES A BLUR...





...AND LAUGHINGLY RELEASES RAZOR-KEEN STARS AND SPIKES FROM OUTSTRETCHED HANDS--

--TO DEADLY EFFECT.



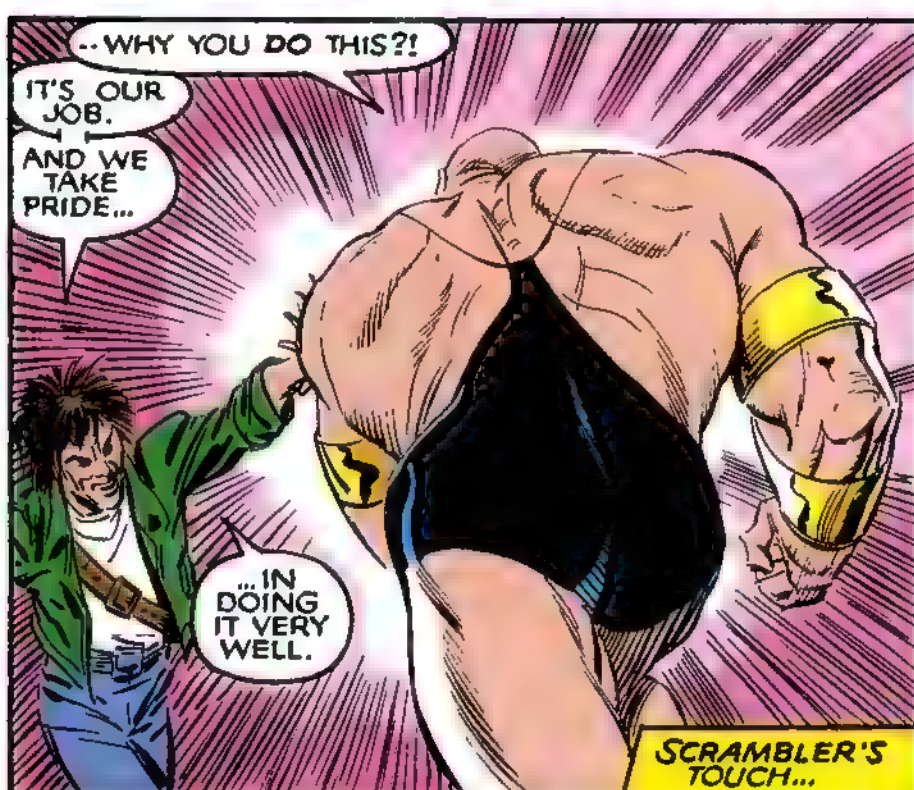
BLOOD SPRAYS THE ROOM.

SCREAMS FILL THE AIR.

TOYS CAN'T HURT ME NONE.

I GRAB YOU, I BREAK YOU!

YOU GOT POWERS, LIKE US-- MAYBE YOU MUTANTS--



--WHY YOU DO THIS?!

IT'S OUR JOB. AND WE TAKE PRIDE...

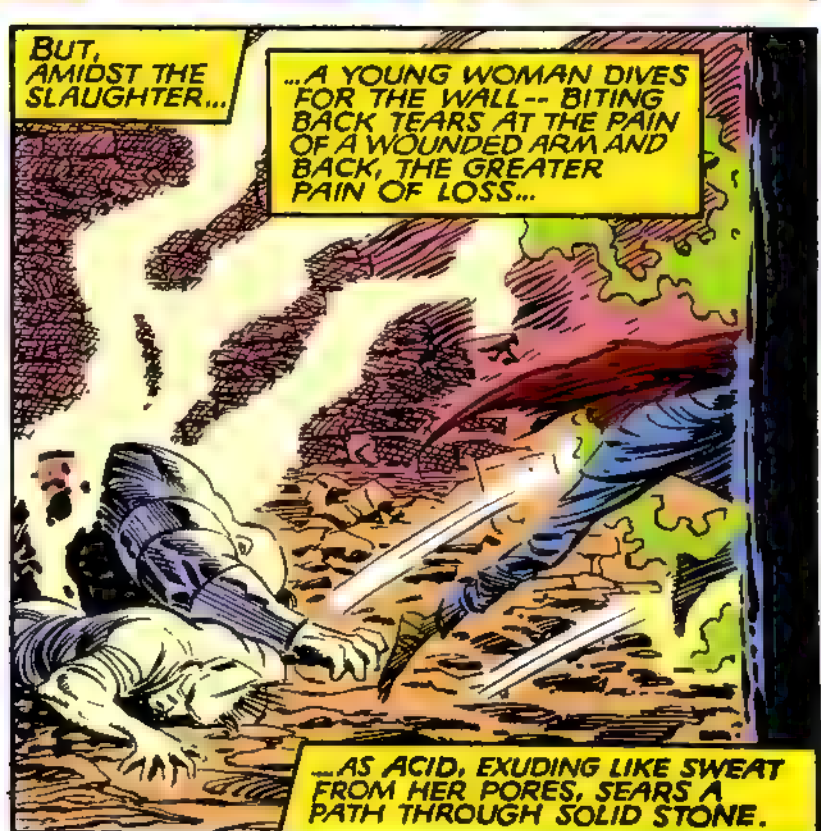
...IN DOING IT VERY WELL.

SCRAMBLER'S TOUCH...



...INSTANTLY DISRUPTS THE MORLOCK'S POWER...

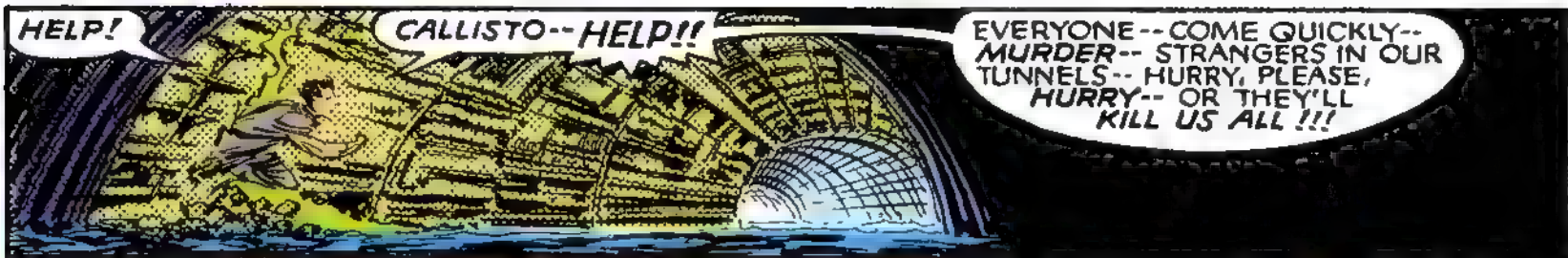
...AND WITHOUT THAT INVULNERABILITY TO PROTECT HIM...



BUT, AMIDST THE SLAUGHTER...

...A YOUNG WOMAN DIVES FOR THE WALL-- BITING BACK TEARS AT THE PAIN OF A WOUNDED ARM AND BACK, THE GREATER PAIN OF LOSS...

...AS ACID, EXUDING LIKE SWEAT FROM HER PORES, SEARS A PATH THROUGH SOLID STONE.



HELP!

CALLISTO--HELP!!

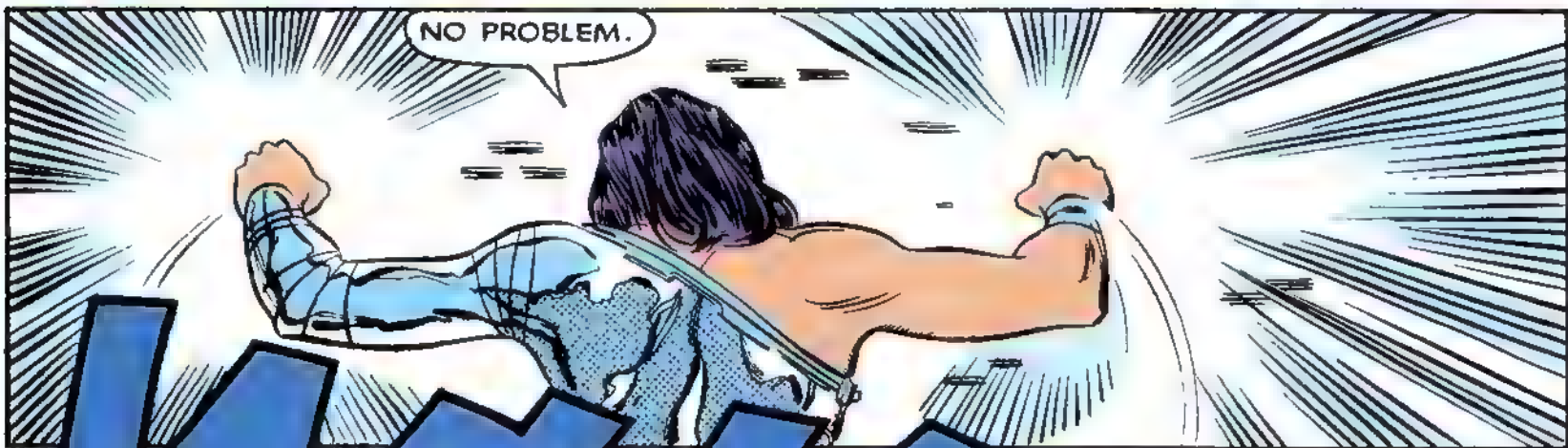
EVERYONE--COME QUICKLY--
MURDER-- STRANGERS IN OUR
TUNNELS-- HURRY, PLEASE,
HURRY-- OR THEY'LL
KILL US ALL !!!



THEY KNOW WE'RE
HERE, SCALP-
HUNTER.

GOOD. THAT MEANS WE WON'T HAVE
TO HUNT 'EM DOWN.

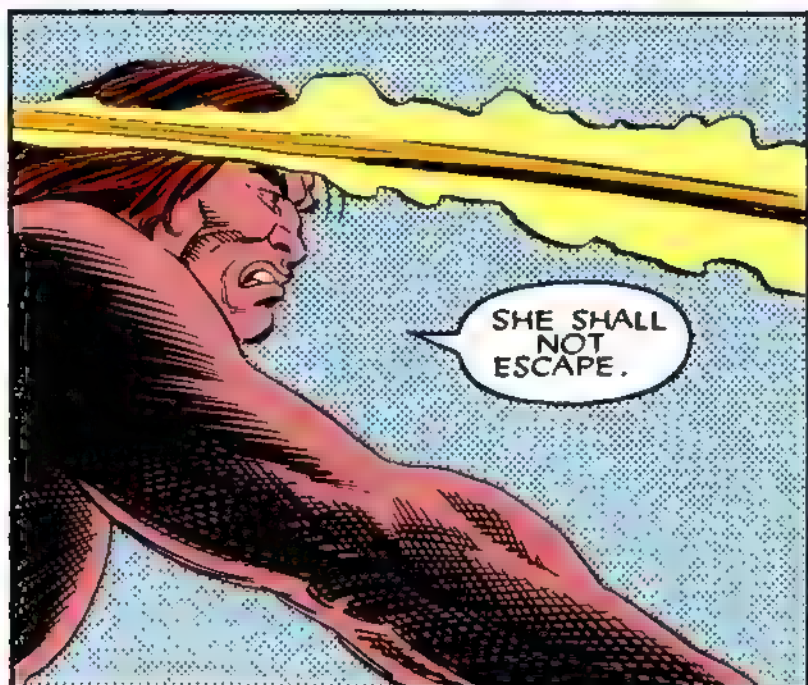
ARCLIGHT--
YOU HANDLE
THE WALL?



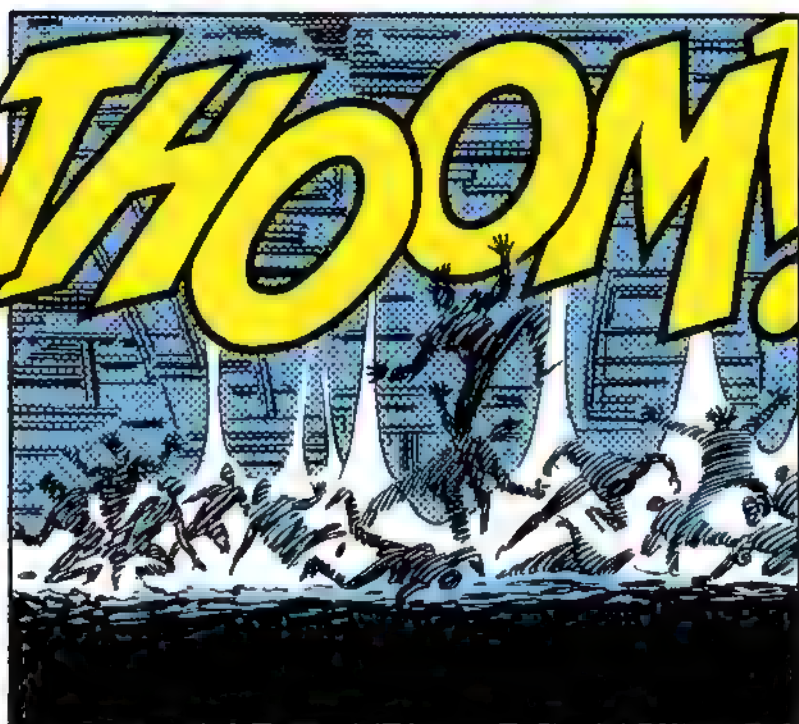
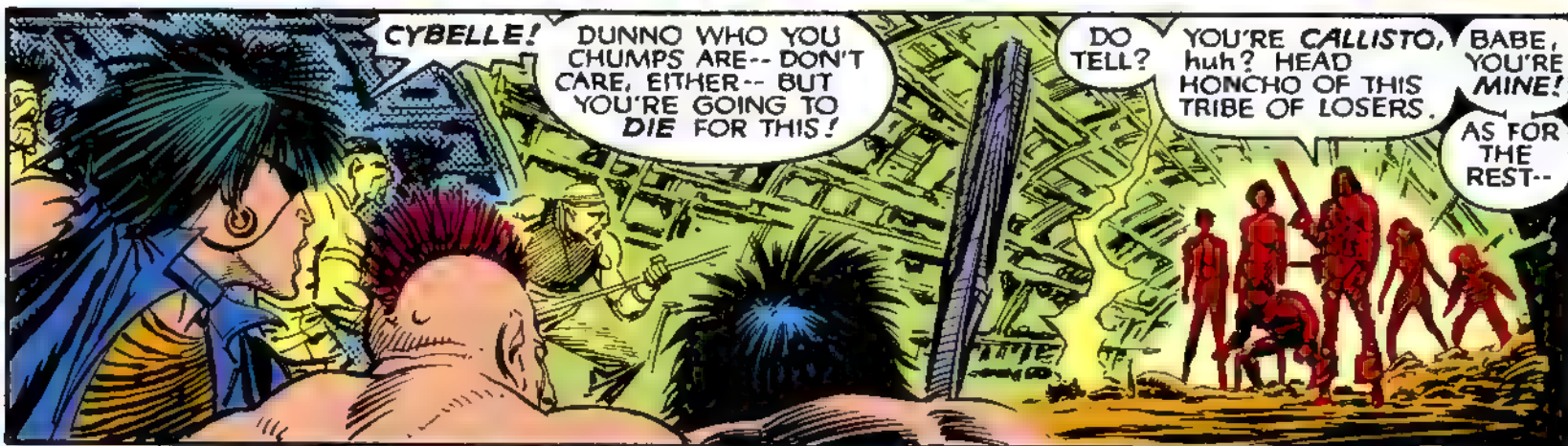
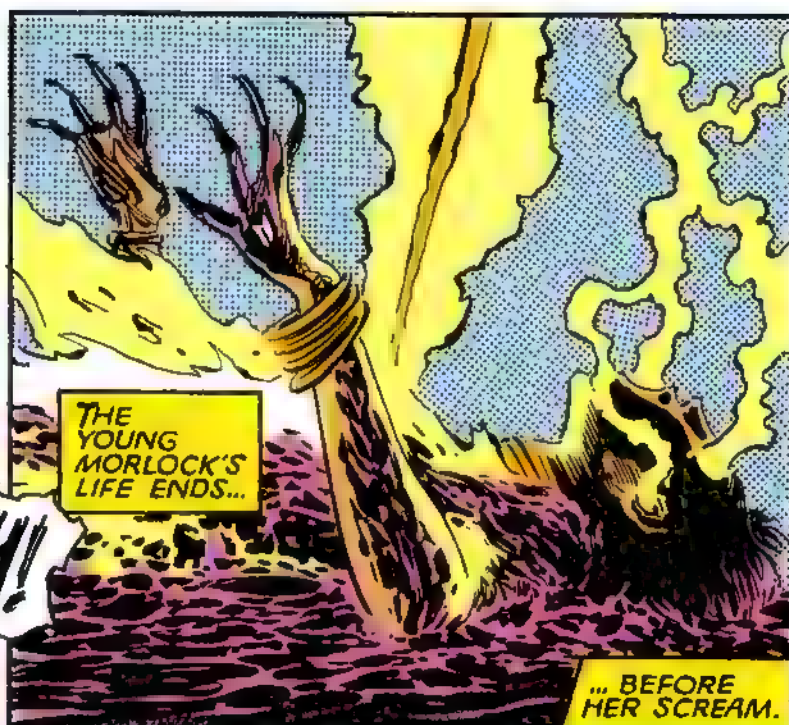
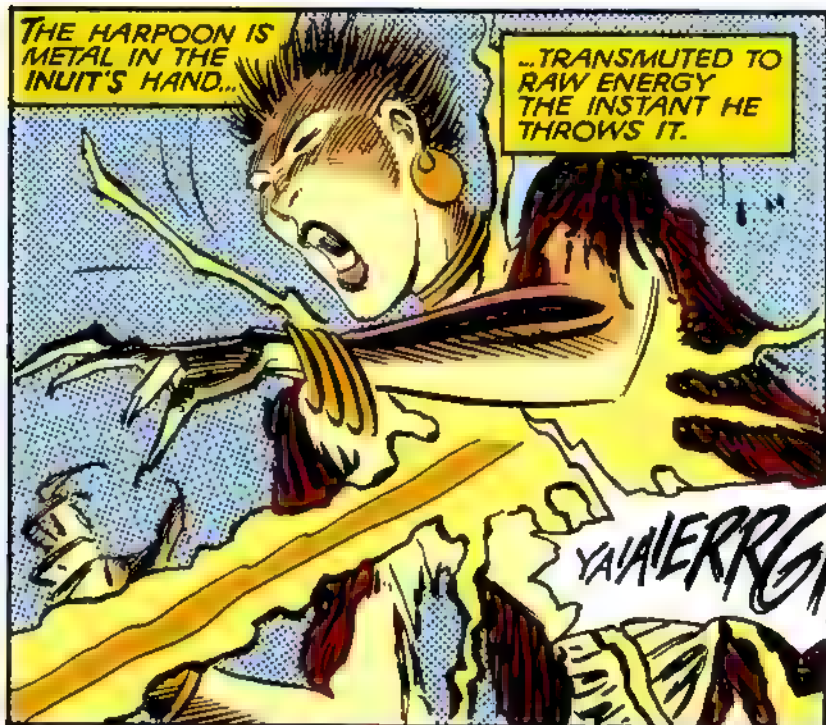
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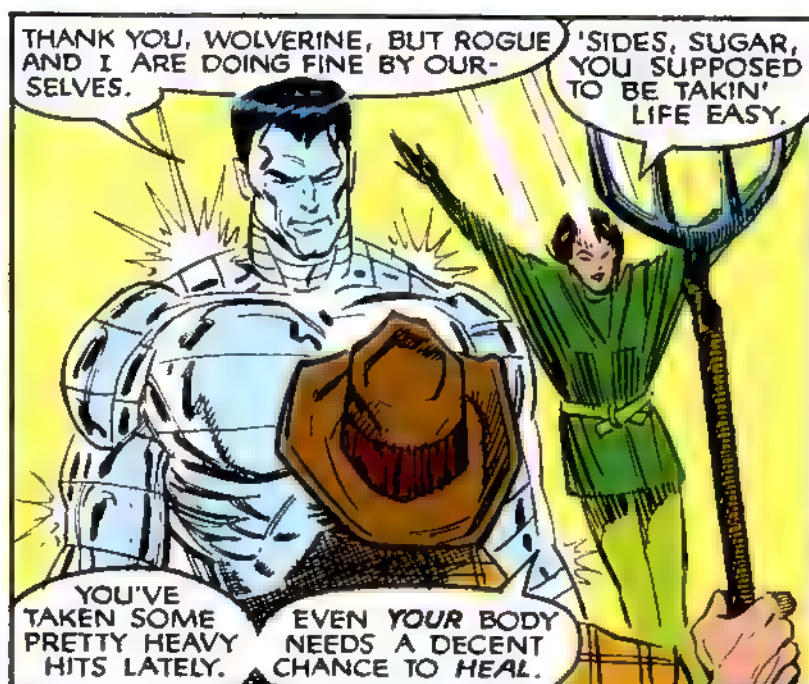
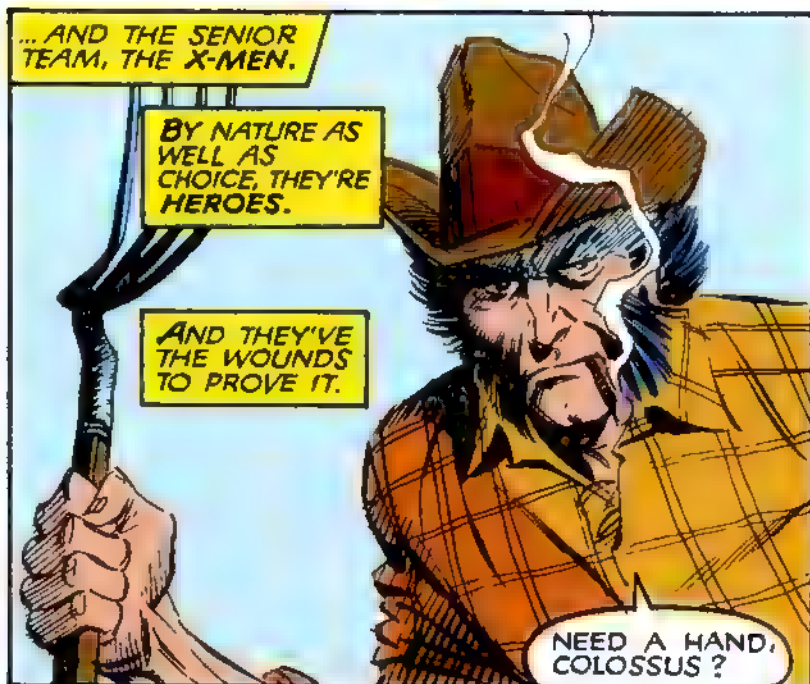
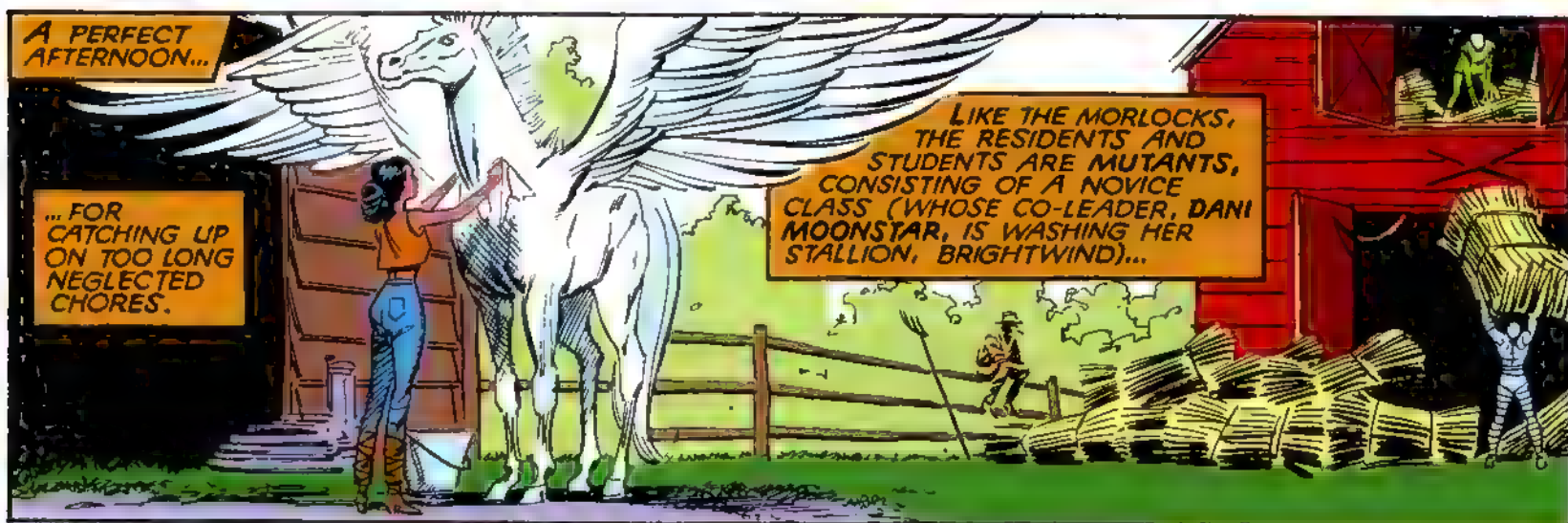
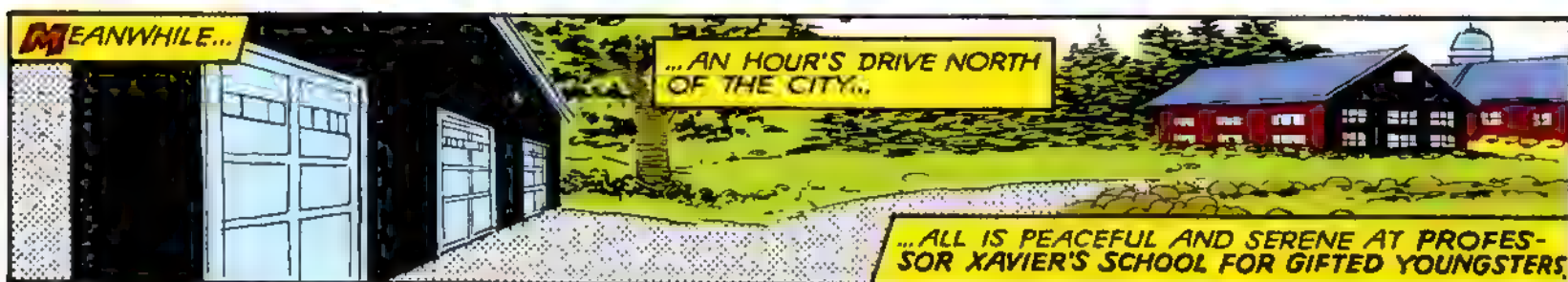
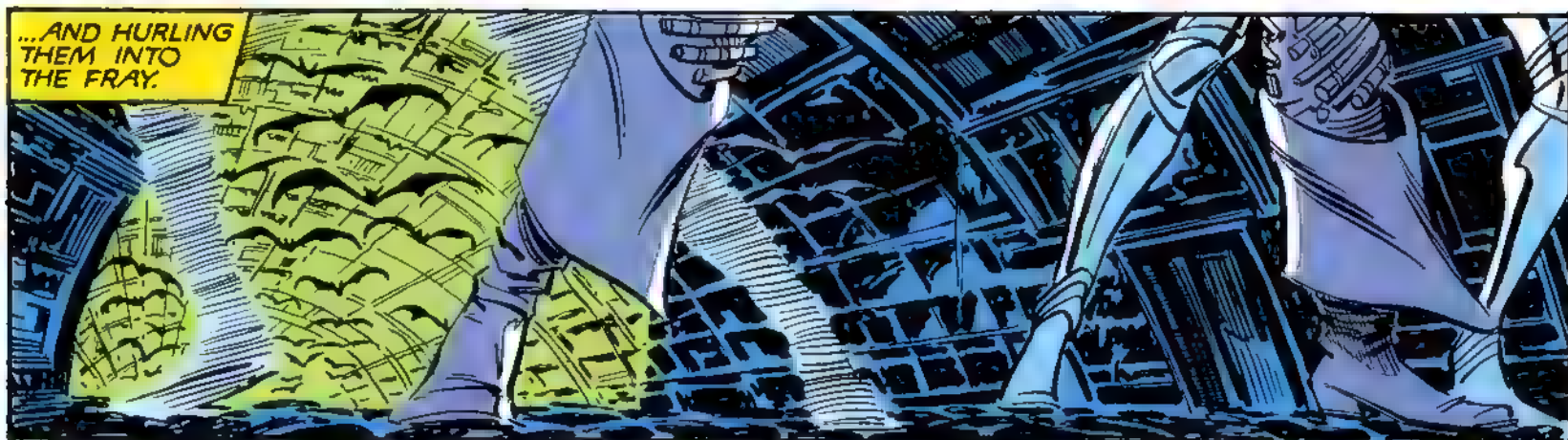


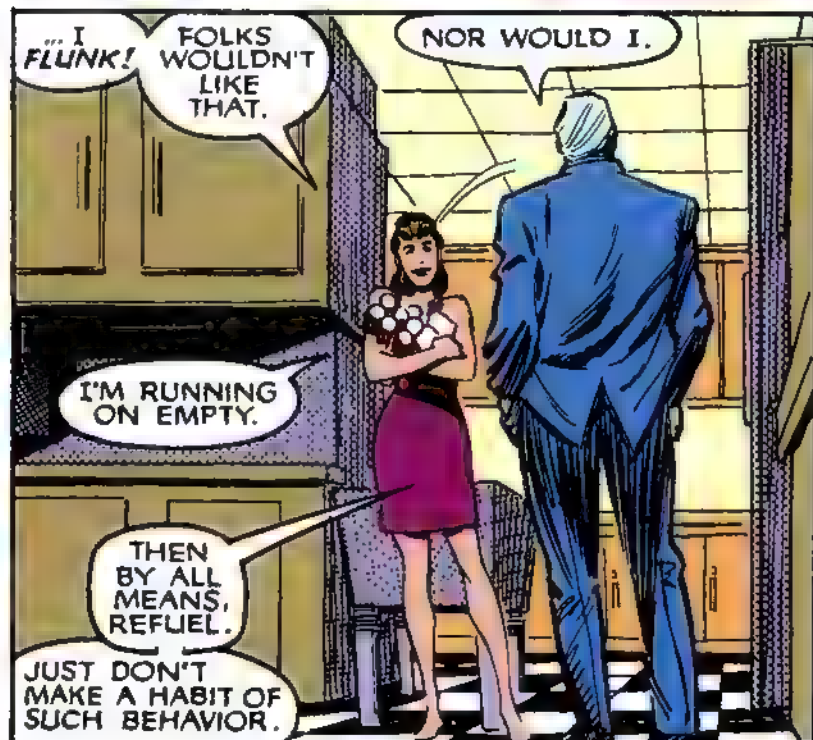
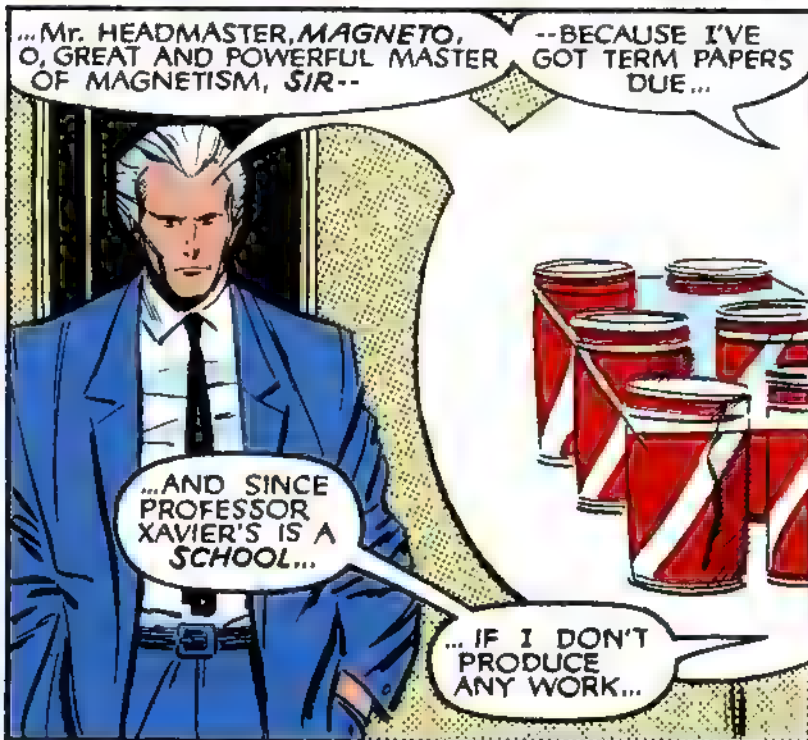
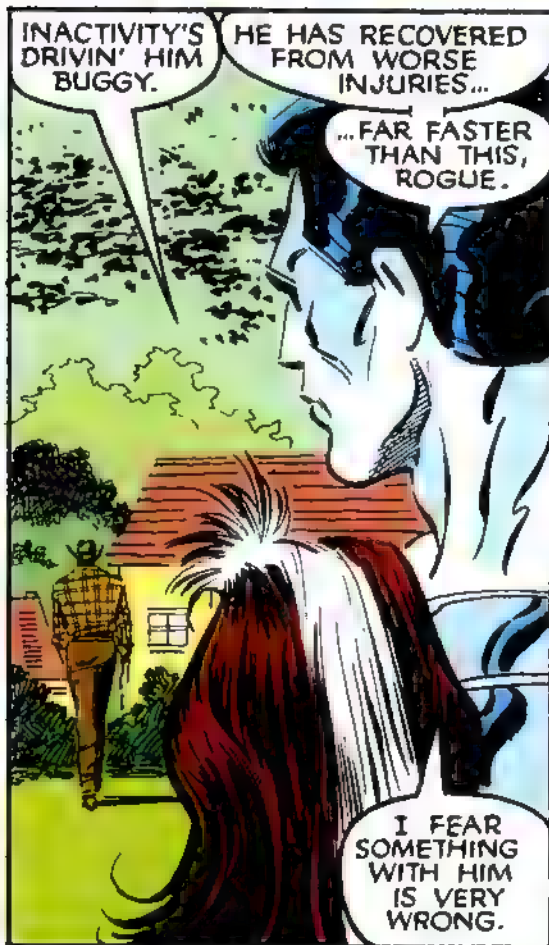
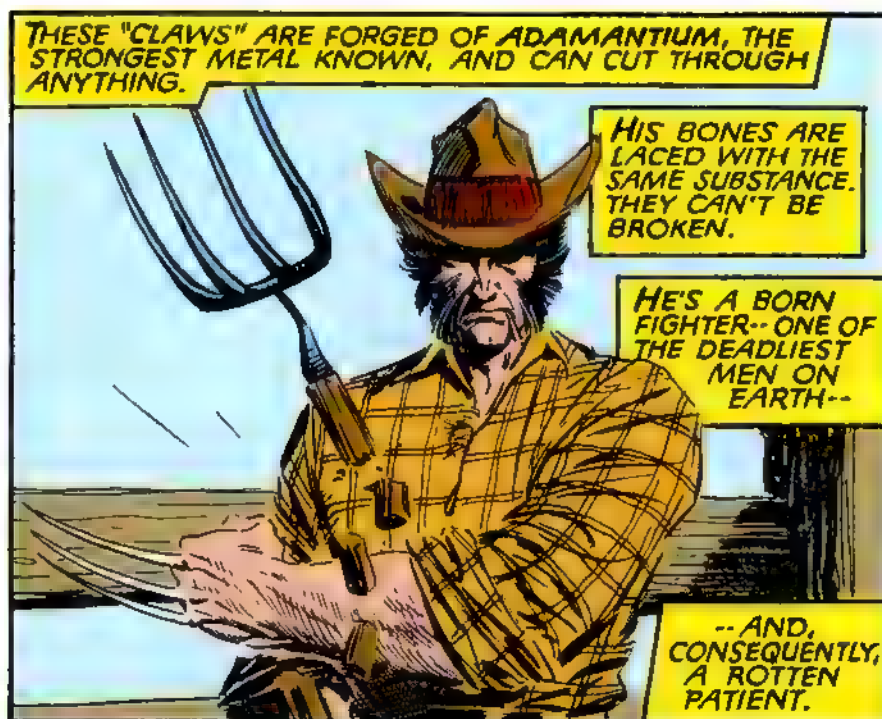
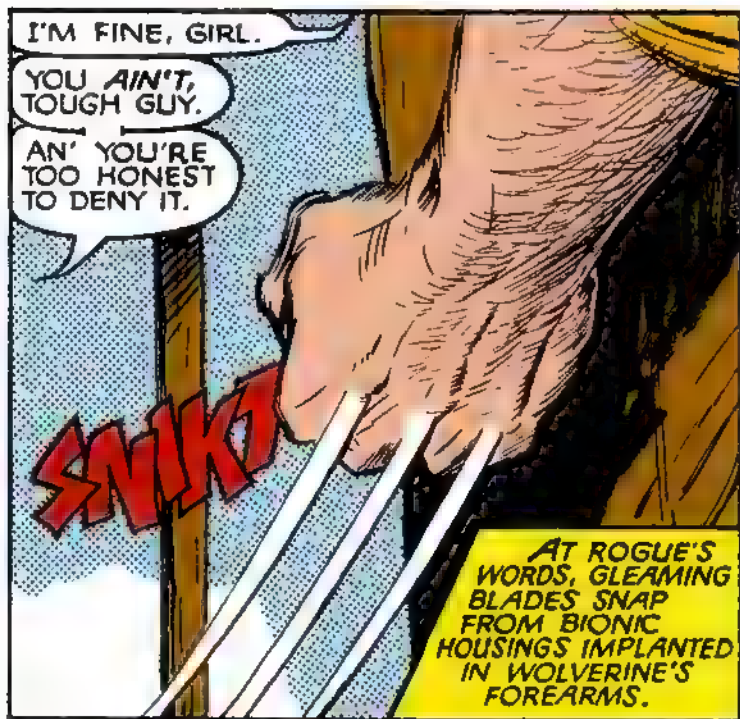
HARPOON--
THE GIRL'S
YOURS.

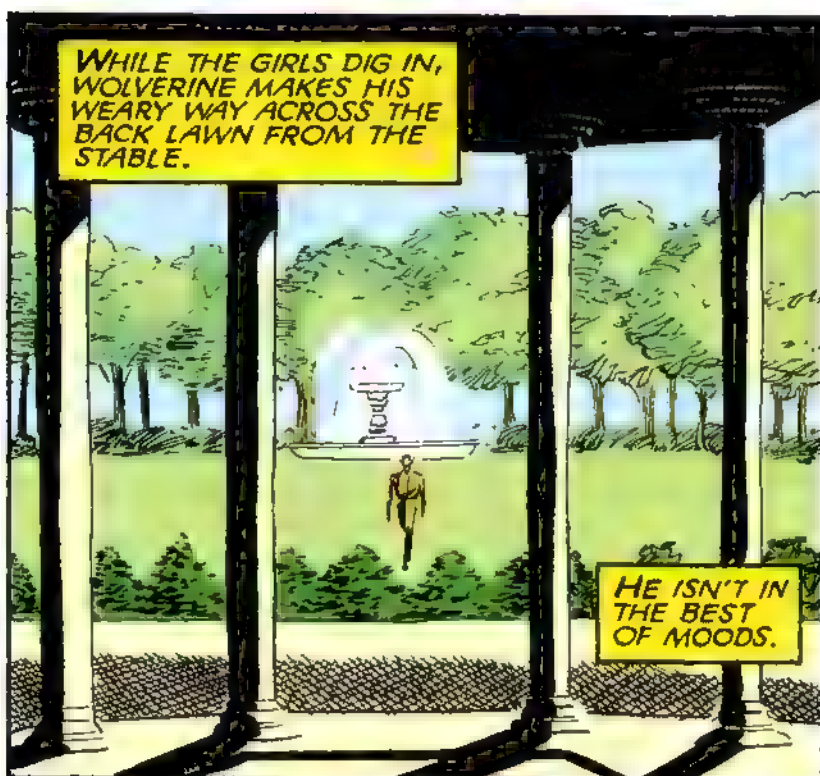
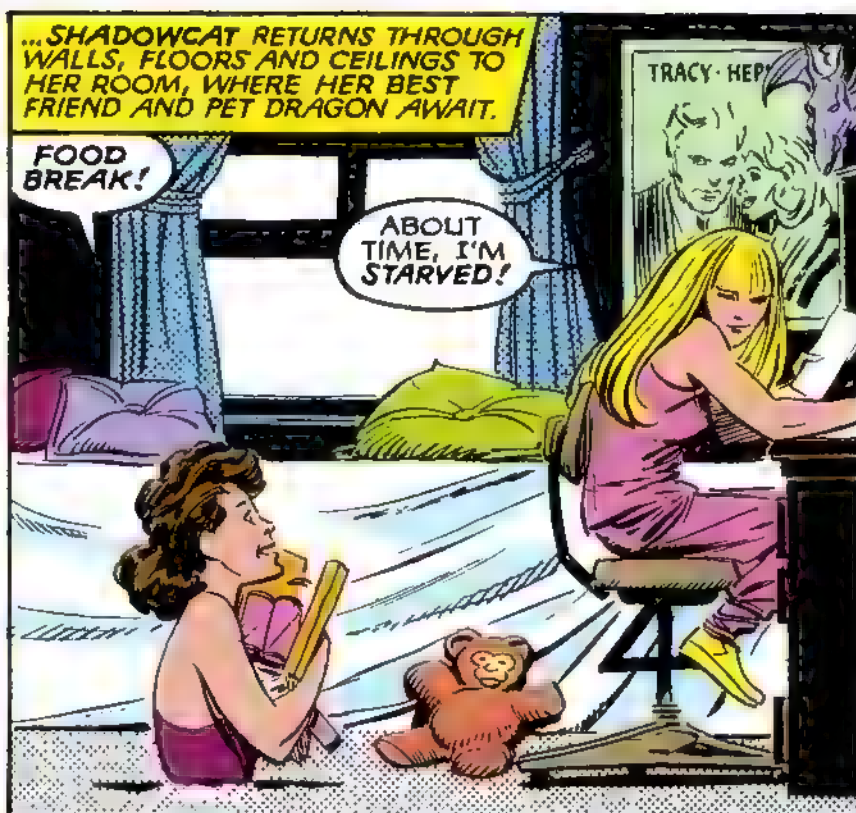
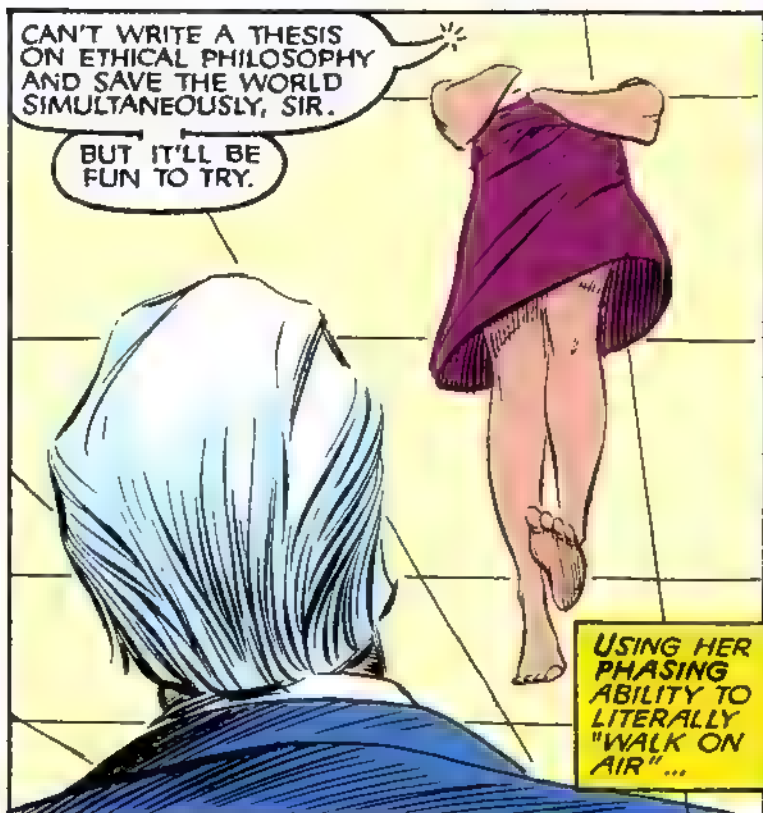


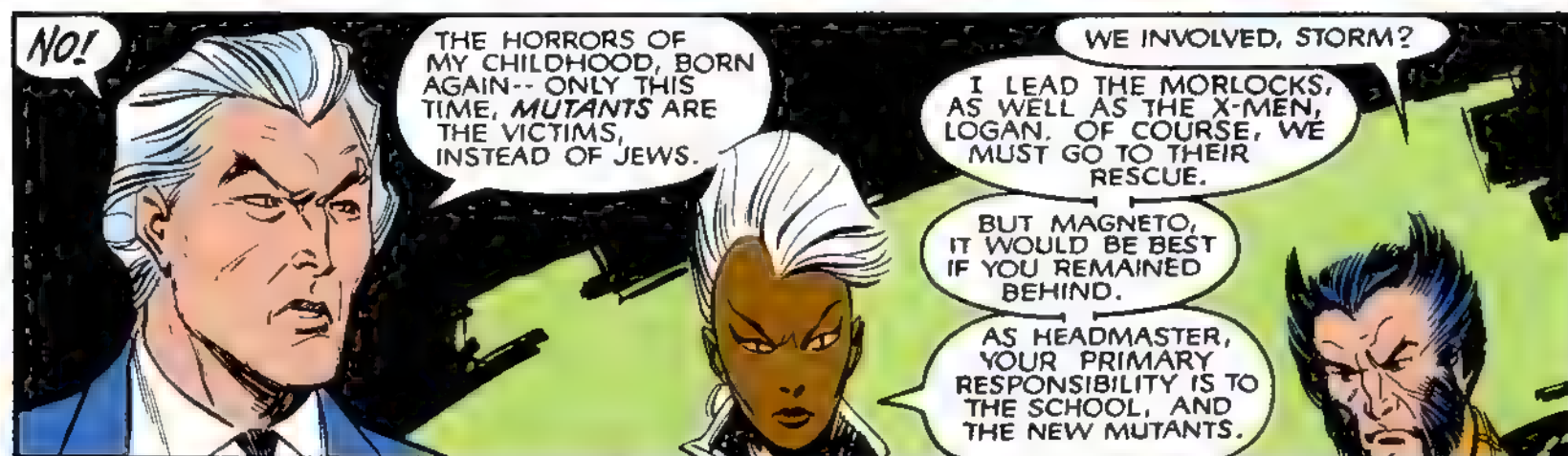
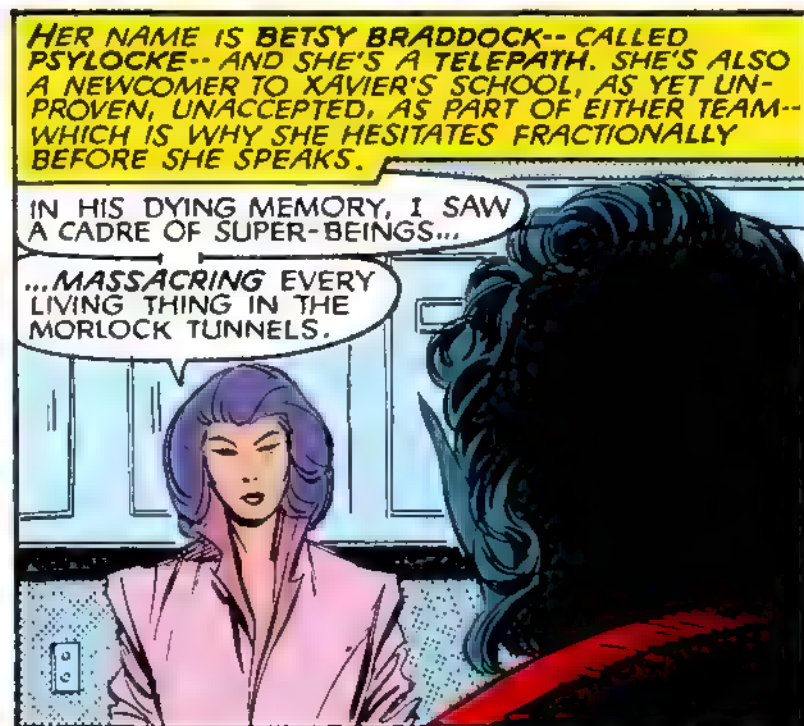
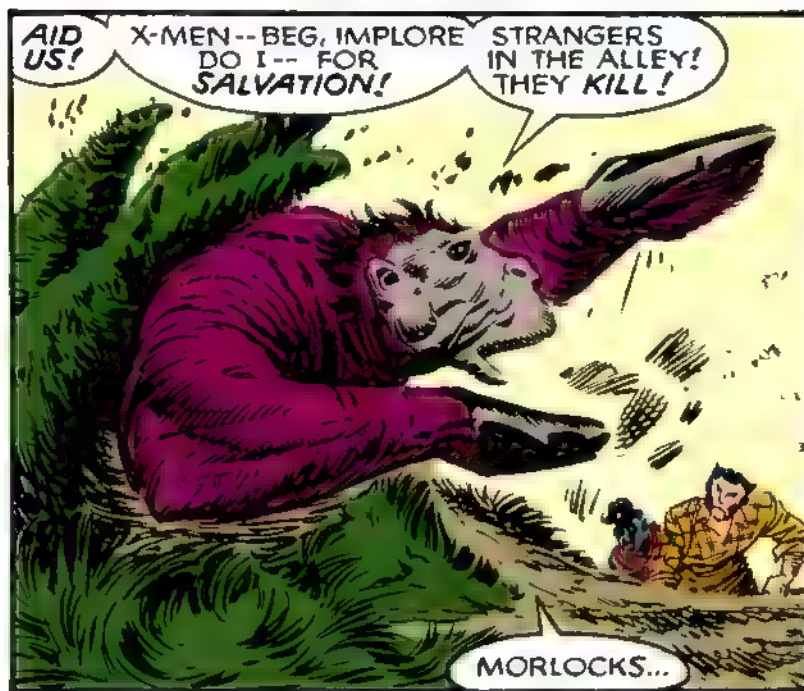
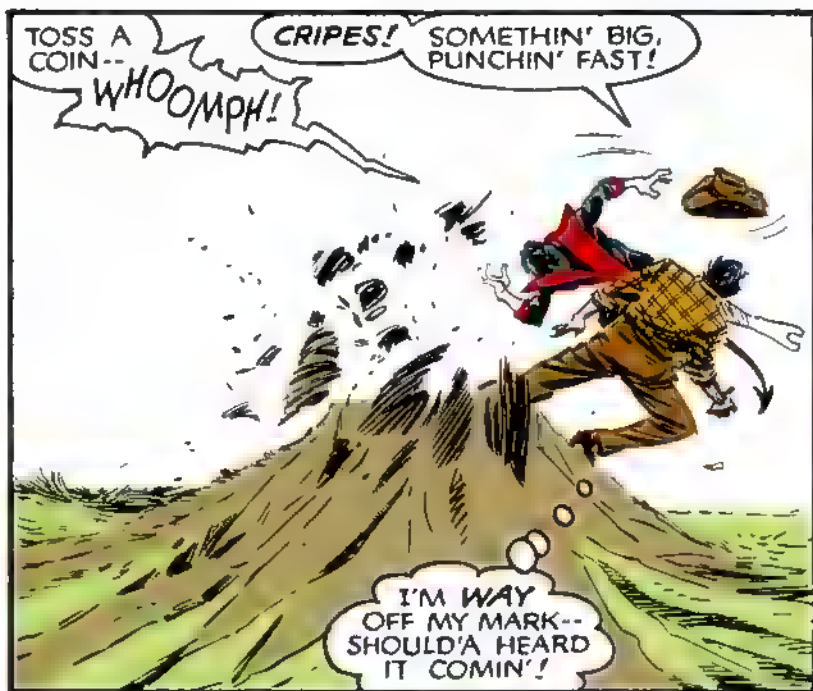
SHE SHALL
NOT
ESCAPE.











IF SOMETHING HAPPENS TO US-- IF AN ATTACK COMES HERE-- THEY WILL NEED YOU.

I...

...UNDER-
STAND.

EVERY
FIBER OF MY
BEING SHRIEKS
FOR ACTION...

"... BUT I WILL NOT
FAIL MY STUDENTS'
TRUST AGAIN."

KITTY'S ROOM-
MATE-- AND
BEST FRIEND,
AS WELL AS
COLOSSUS'
LITTLE SISTER--
ILLYANA...

...TELEPORTS
THE TEAM
FROM THE
MANSION
TO THE
"ALLEY"--

-- THE GIANT TUNNEL, RUNNING THE LENGTH OF MANHATTAN
ISLAND, THAT IS THE HEART OF THE MORLOCKS' DOMAIN.

I GOT
MORLOCK
SCENTS,
CLOSE-BY.

BETTER
BRACE
YOURSELVES,
THOUGH.

"THIS WON'T
BE PRETTY."

CALLISTO!

SHE IS
WOUNDED--

--BUT SHE
LIVES!

STAY BY
STORM,
YOU
TWO...

... WHILE
I SEARCH
FOR MORE
SURVIVORS.

MY COUSIN KENNY,
IN CHICAGO, WORKS
IN A SLAUGHTER-
HOUSE. HE TOOK ME
ON A TOUR ONCE.
IT SMELLED
LIKE THIS.

Oh, PETER-- I
KNEW SOME OF
THESE PEOPLE, THEY
WERE FRIENDS!

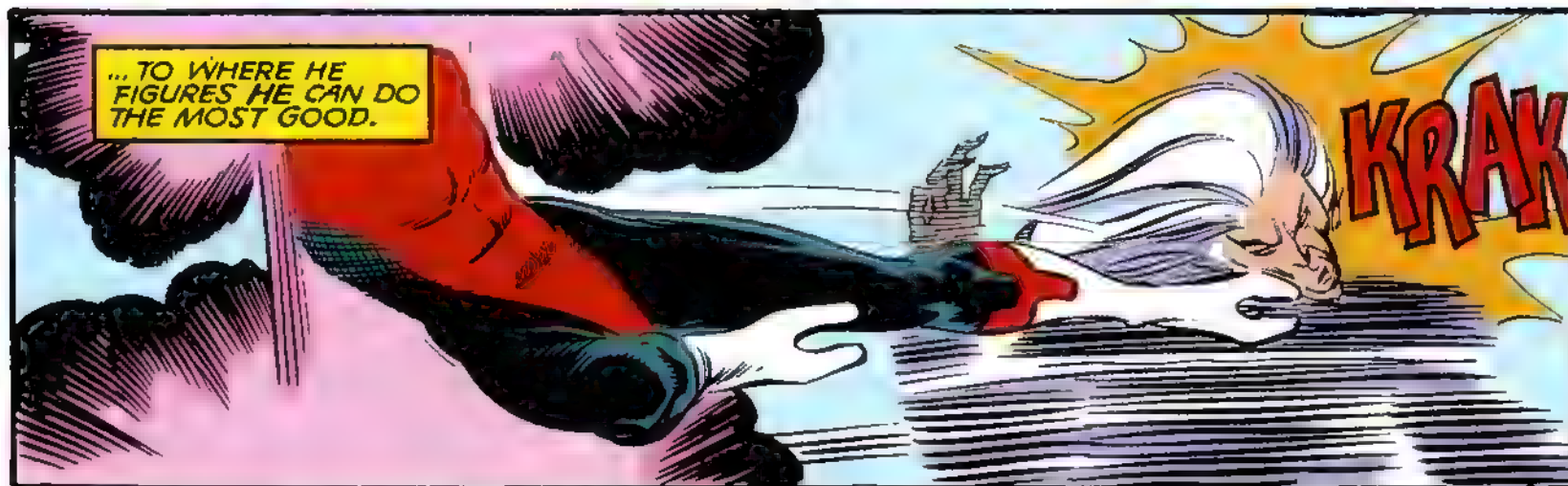
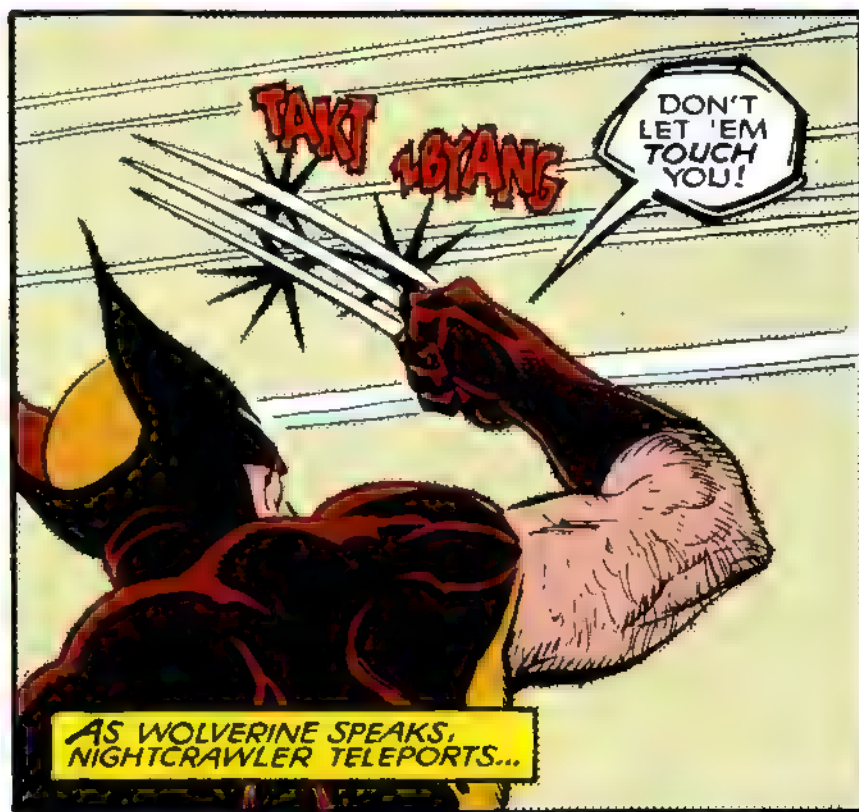
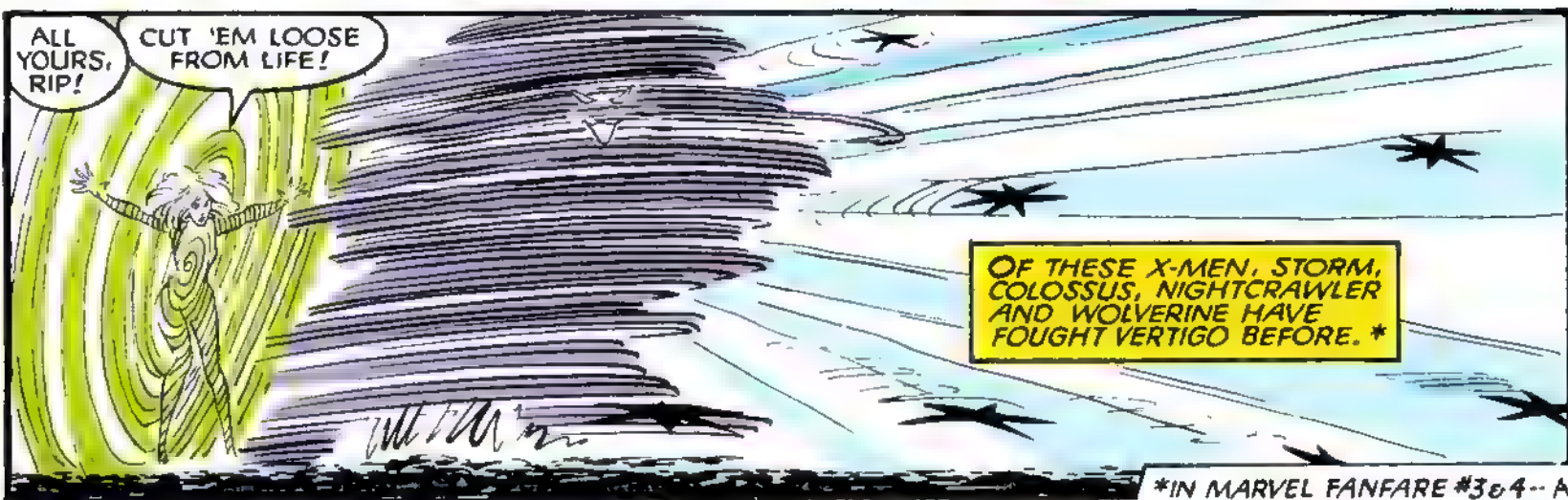
WE BETTER WATCH
OUR STEP, 'CAT,
OR WE'LL END UP
THE SAME--

--WATCH IT,
EVERYONE--

--TROUBLE!

BUT EVEN AS THE X-MEN MOVE...

...VERTIGO
STRIKES.





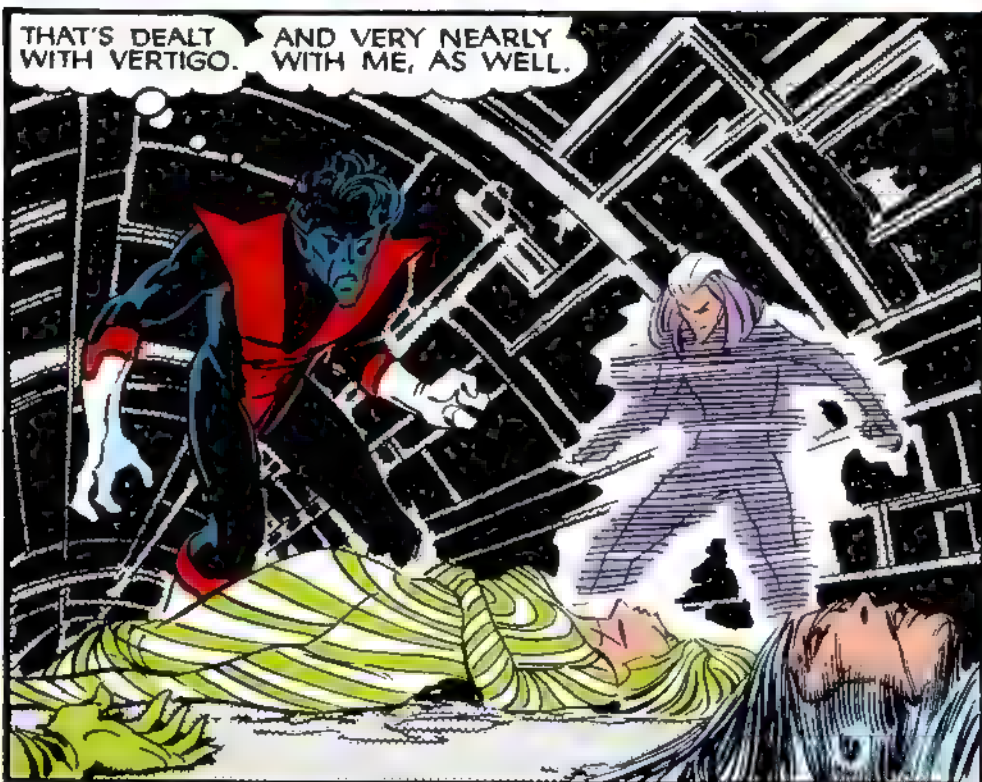
YOU'RE VERY GOOD AT DISHING OUT MISERY, FRAULEIN.



LET'S SEE HOW WELL YOU TAKE IT.

CAREFUL, ELF-- YOU MAY NOT BE UP TO THIS.

STAY CLOSE, WHERE WE CAN COVER YOU WHEN YOU LAND.



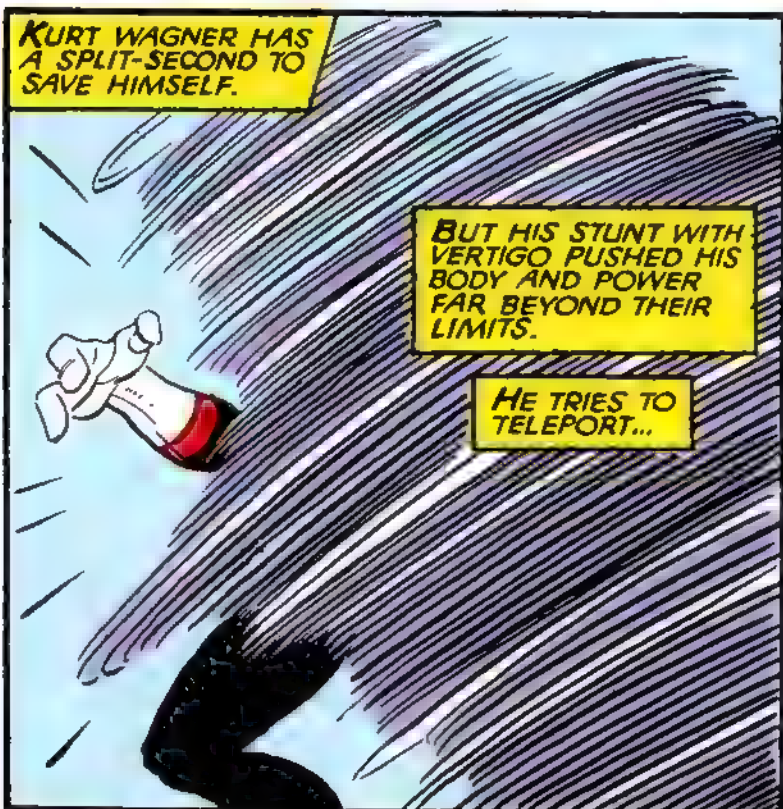
THAT'S DEALT WITH VERTIGO. AND VERY NEARLY WITH ME, AS WELL.



NIGHT-CRAWLER!

RIPTIDE'S GOT THE DROP ON HIM, BUT KURT HASN'T REALIZED IT!

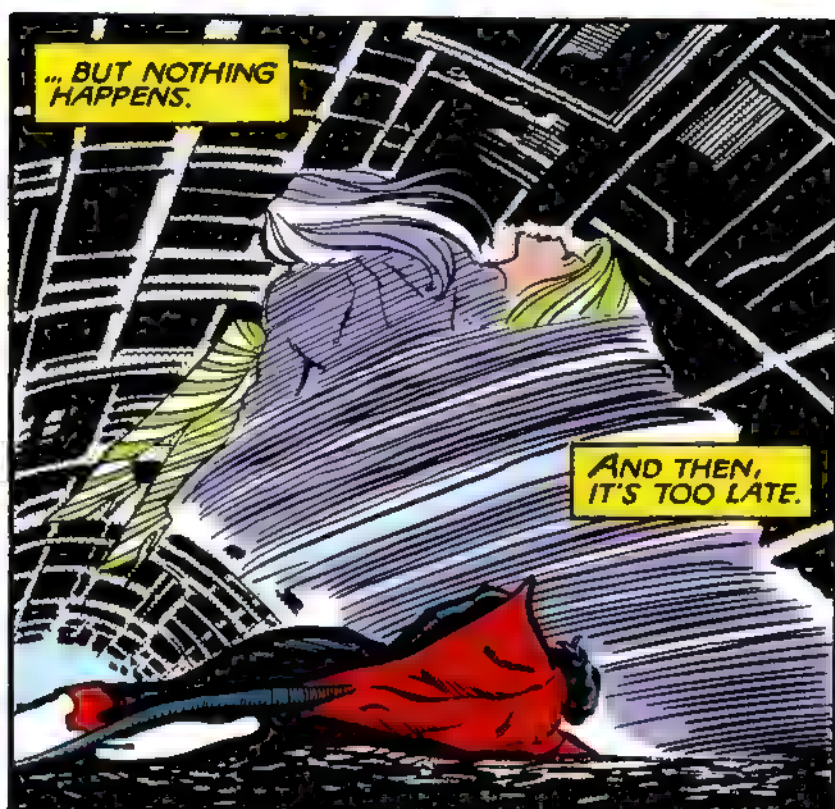
'PORT OUTTA THERE-- NOW!



KURT WAGNER HAS A SPLIT-SECOND TO SAVE HIMSELF.

BUT HIS STUNT WITH VERTIGO PUSHED HIS BODY AND POWER FAR BEYOND THEIR LIMITS.

HE TRIES TO TELEPORT...



... BUT NOTHING HAPPENS.

AND THEN, IT'S TOO LATE.

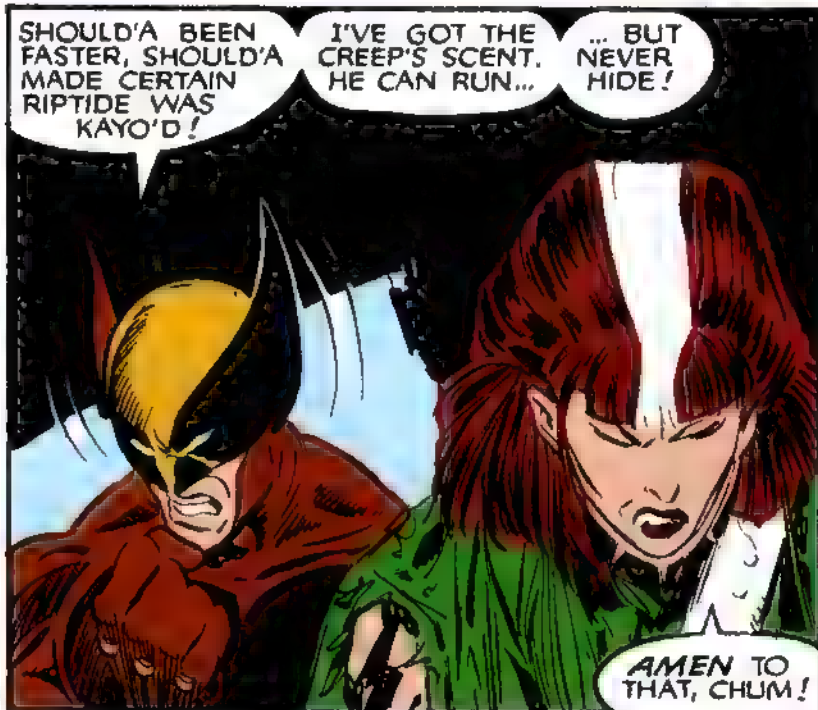


KURT!

Oh, STORM--! HE'S CUT ALL OVER-- THERE'S SO MUCH BLOOD--!

I FEEL A PULSE. WE STILL HAVE A CHANCE TO SAVE HIM!

FIND ME A CLOTH-- SOMETHING, ANYTHING-- TO USE AS TEMPORARY BANDAGES!

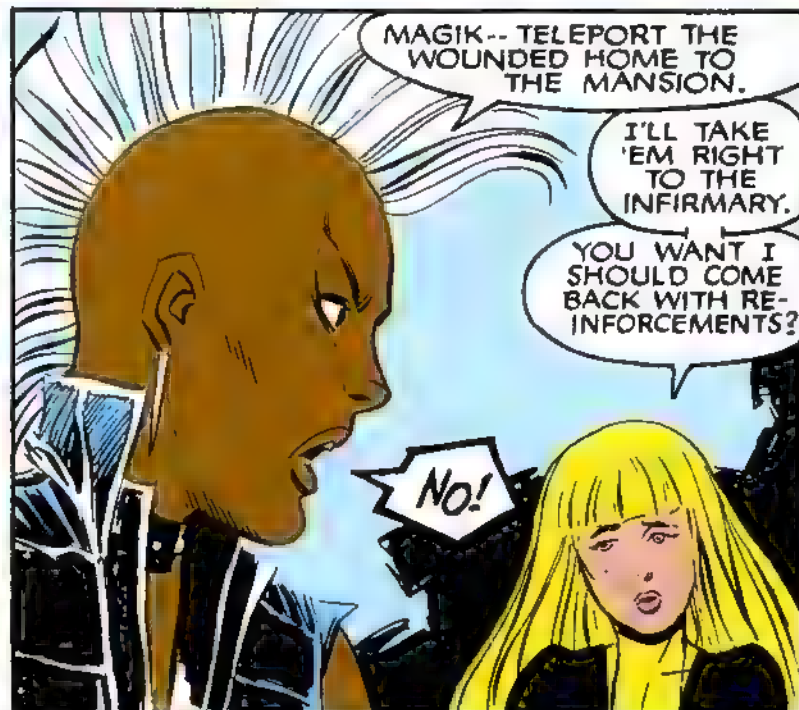


SHOULD'A BEEN FASTER, SHOULD'A MADE CERTAIN RIPTIDE WAS KAYO'D!

I'VE GOT THE CREEP'S SCENT. HE CAN RUN...

... BUT NEVER HIDE!

AMEN TO THAT, CHUM!



MAGIK-- TELEPORT THE WOUNDED HOME TO THE MANSION.

I'LL TAKE 'EM RIGHT TO THE INFIRMARY.

YOU WANT I SHOULD COME BACK WITH RE-INFORCEMENTS?

No!



THIS KILLING GROUND IS NO PLACE FOR THE NEW MUTANTS!

HURRY, CHILD! THOSE LIVES DEPEND ON YOU!

I'M GONE, STORM!

OUR SCHOOL NURSE, SHARON, CAN'T HANDLE THIS ON HER OWN.

MAYBE I BETTER CORRAL Dr. MacTAGGART FROM SCOTLAND AS WELL?

GOOD LUCK, X-MEN.



WE WON'T BE THE ONES WHO NEED IT, KID.



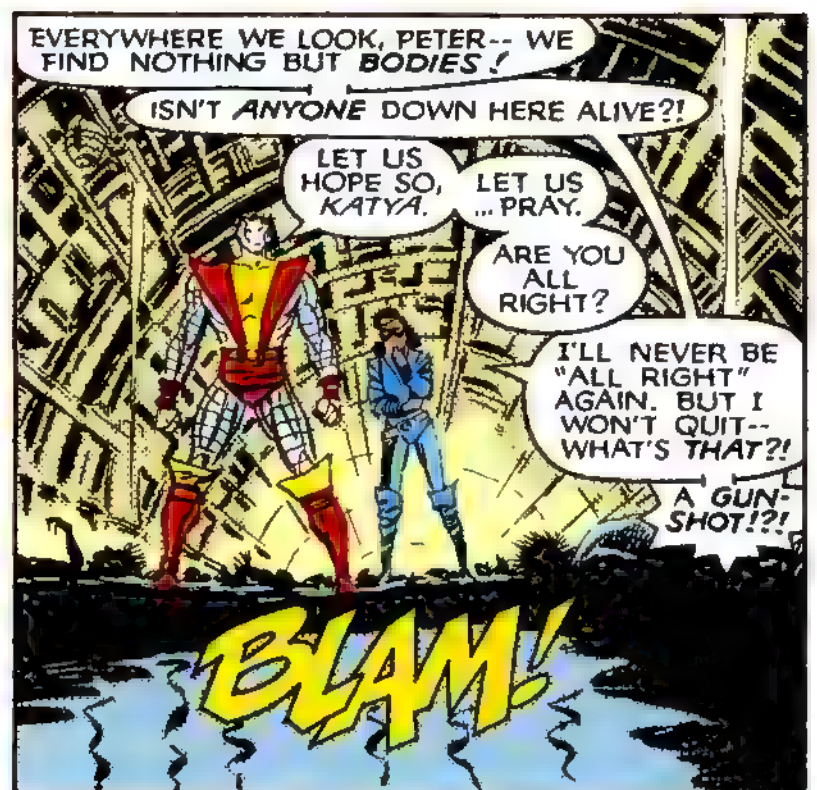
YOUR CLOTHES ARE RUINED, ROGUE.

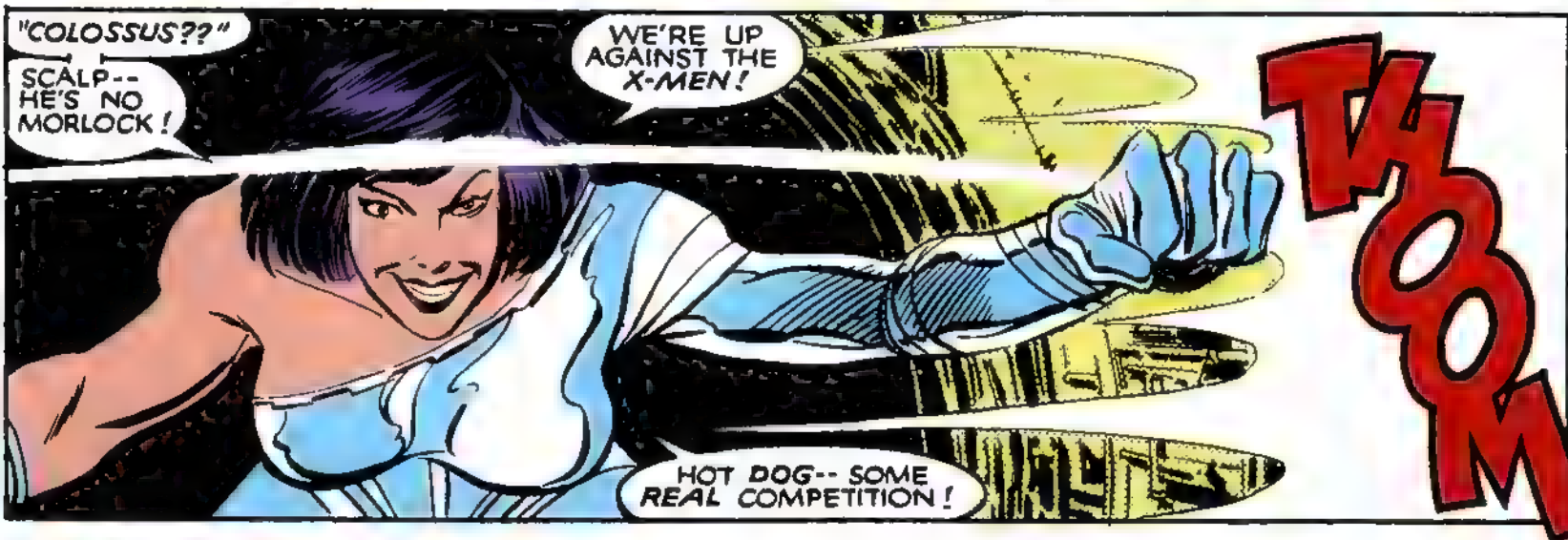
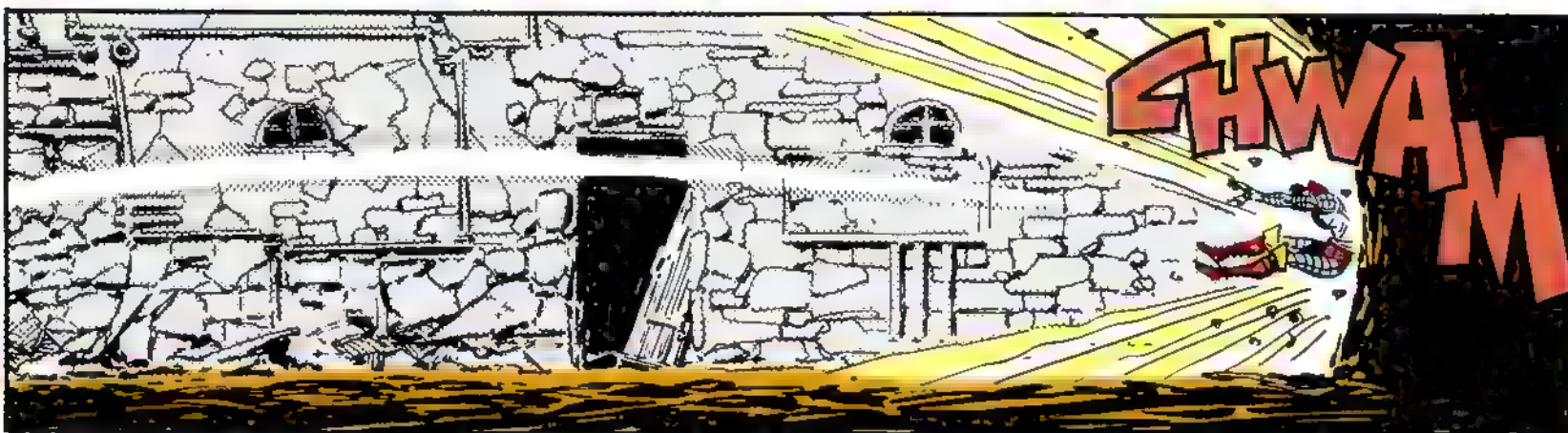
TAKE MY VEST.

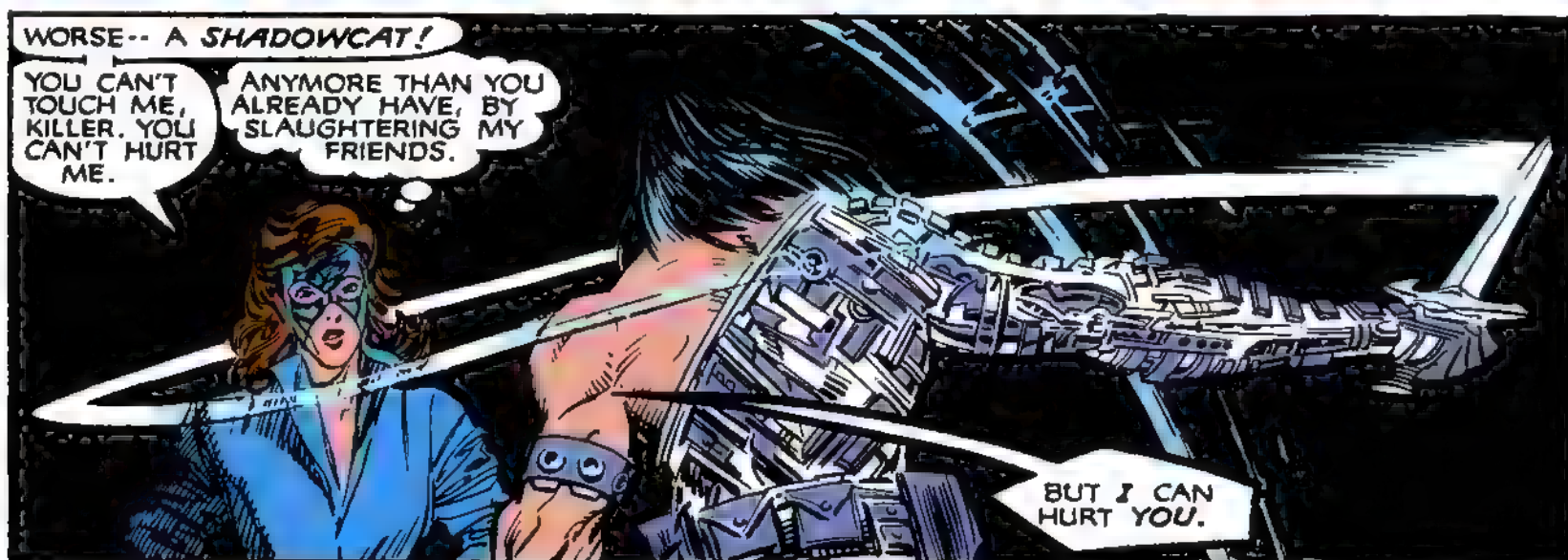
AH'M OBLIGED, STORM.

THE RISK IS GREATER, BUT WE CAN COVER MORE TERRITORY IF WE SEPARATE. OUR PRIMARY MISSION IS TO SAVE MORLOCK LIVES. AFTERWARDS...

...WE WILL DEAL WITH THE MARAUDERS.









I CAN PHASE YOU INTO THE GROUND AND LET YOU GO--

--YOU'D BE MAIMED OR, IF YOU'RE LUCKY, DEAD--

--BUT MY TEAMMATE COMES FIRST. THEN-- IT'LL BE YOUR TURN!



WHO'M I KIDDING?! TALKING NASTY IS EASY-- I JUST PRETEND I'M WOLVERINE. BUT IT'S JUST PRETEND.

THEY DESERVE KILLING-- BUT I CAN'T DO IT.

DOES THAT MAKE ME A COWARD?! LIFE IS SO WONDERFUL-- SO... PRECIOUS-- WHY SHOULD ANYBODY WANT TO END IT?! SPARE THESE TWO, THEY'LL KILL AGAIN, I KNOW THAT. KILLING THEM FIRST IS RIGHT, IT'S JUSTIFIABLE. I-- CAN'T!



ELSEWHERE...

...THE OTHER X-MEN...

... LEAD A PITIFULLY SMALL BAND OF MORLOCK SURVIVORS TOWARDS THE TUNNEL CONNECTING THEIR DOMAIN WITH THE X-MEN'S ESTATE, FORTY MILES AWAY.



WE'RE MOVIN' TOO SLOWLY, BOSS.

ALL THESE MORLOCKS ARE WOUNDED, WOLVERINE. SOME CANNOT TRAVEL ANY FASTER.

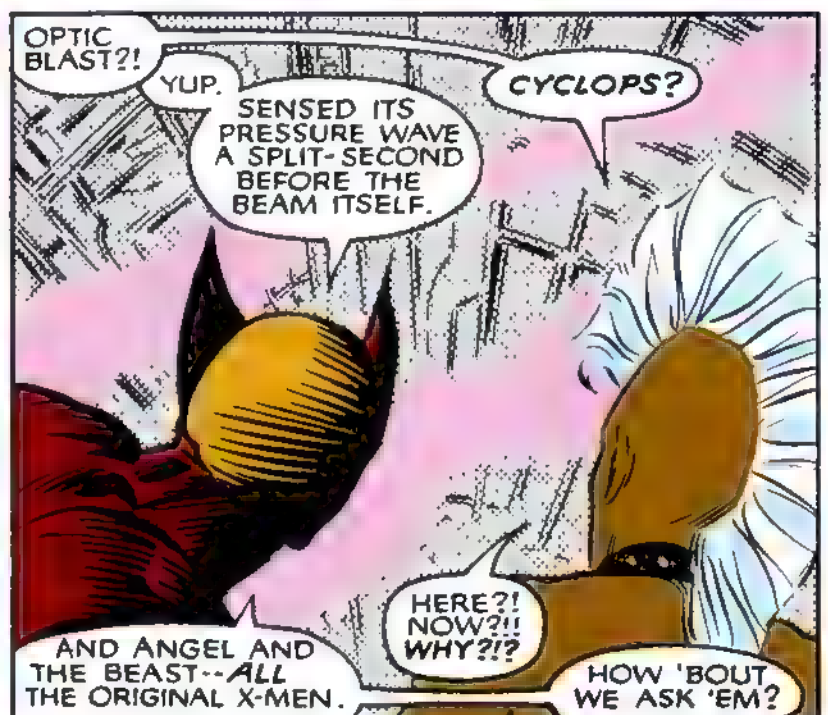
IS THE WAY CLEAR?

SEEMS TO BE.

LOTS OF FAMILIAR SCENTS ALL OF A SUDDEN-- WHAT THE DEVIL ARE THEY DOIN' DOWN HERE?! AND ONE OF THEM-- THIS IS CRAZY, I'M CRAZY-- IT CAN'T BE!



FLATTEN!



OPTIC BLAST?! YUP.

CYCLOPS?

SENSED ITS PRESSURE WAVE A SPLIT-SECOND BEFORE THE BEAM ITSELF.

HERE?! NOW?! WHY?!?

AND ANGEL AND THE BEAST-- ALL THE ORIGINAL X-MEN.

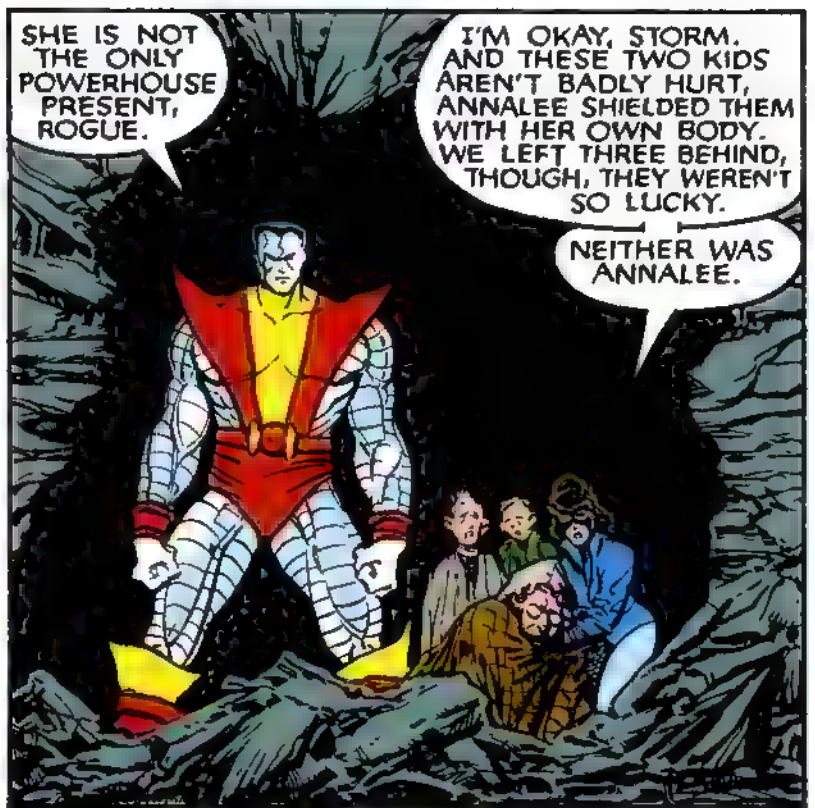
HOW 'BOUT WE ASK 'EM?



SO MUCH FOR THAT IDEA!

EXPLOSION BLOCKED THE TUNNEL BETWEEN US AN' CYCLOPS'S OUTFIT!

IS IT ARCLIGHT? THIS IS HER STYLE!



SHE IS NOT THE ONLY POWERHOUSE PRESENT, ROGUE.

I'M OKAY, STORM. AND THESE TWO KIDS AREN'T BADLY HURT, ANNALEE SHIELDED THEM WITH HER OWN BODY. WE LEFT THREE BEHIND, THOUGH, THEY WEREN'T SO LUCKY.

NEITHER WAS ANNALEE.



CAL...

SCALPHUNTER--

--HE WAS... ONE WHO MURDERED... MY BABIES*... SAID SO... BOASTED-- HOW COULD ANYBODY... BE SO... CRUE...

TO SOME, DEAR OLD DUFFER, THAT COMES NATURALLY.



TRUER WORDS, MY "DEAR" DISFIGURED DARLING...

...WERE NEVER SPOKE!

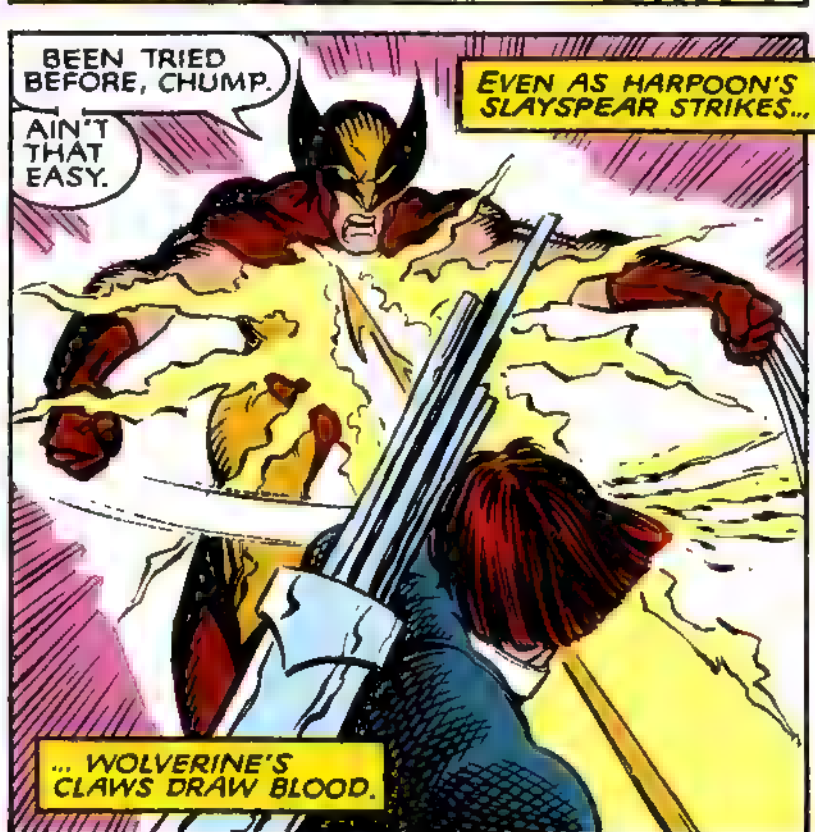
ZARK!



"MARAUDERS!"

WOLVERINE IS OUR DEADLIEST FOE.

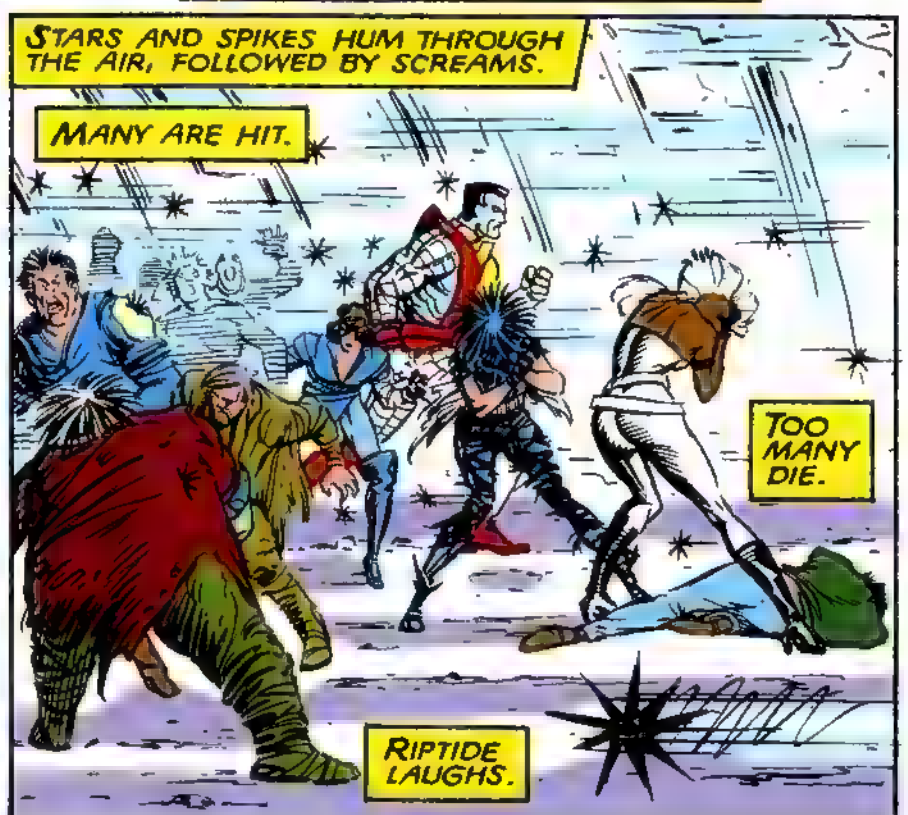
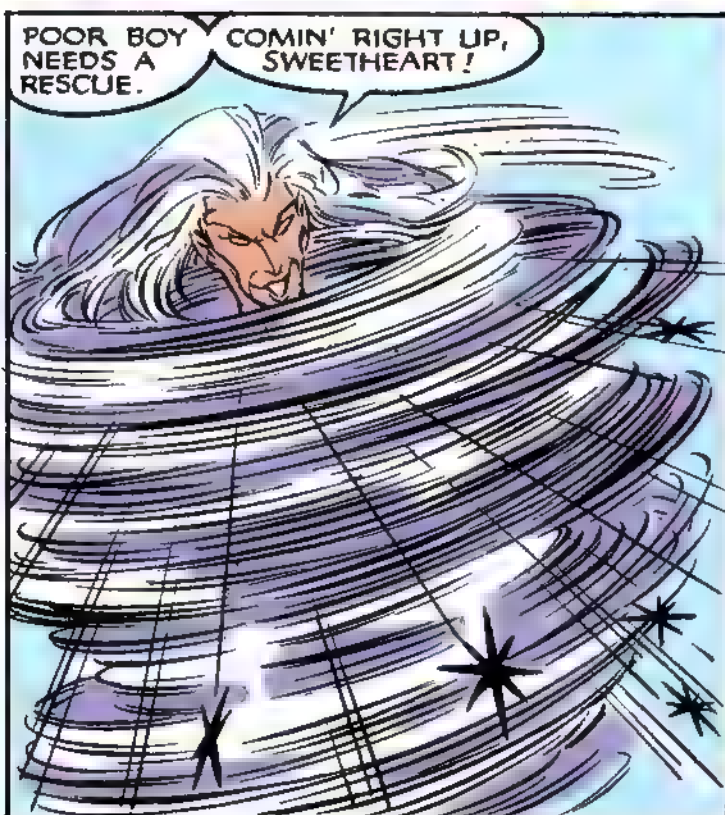
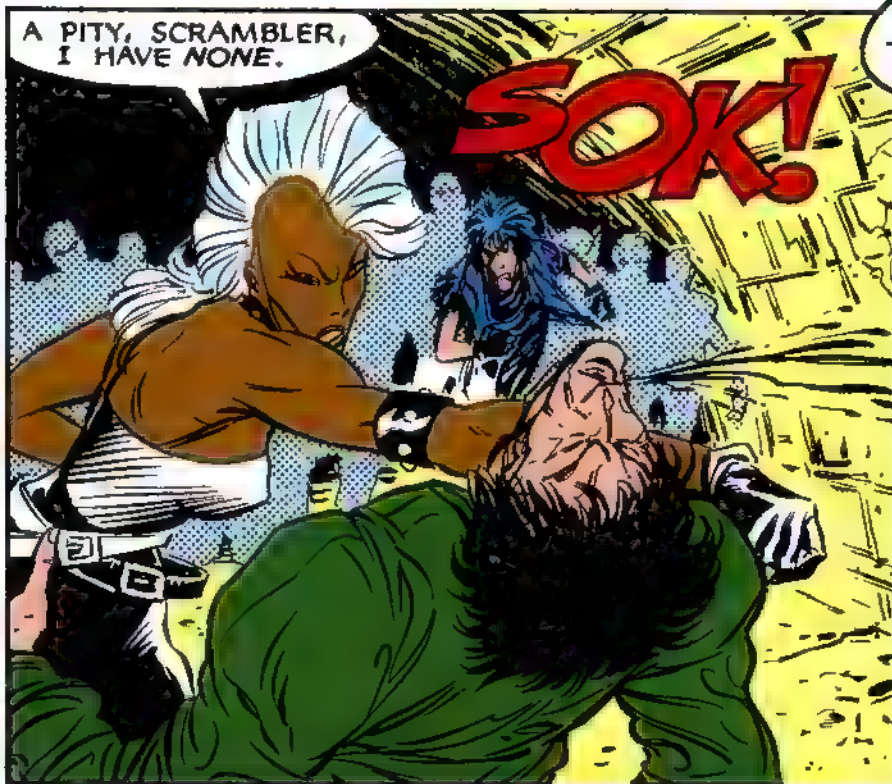
HARPOON, SEND HIM TO JOIN HIS ANCESTORS!

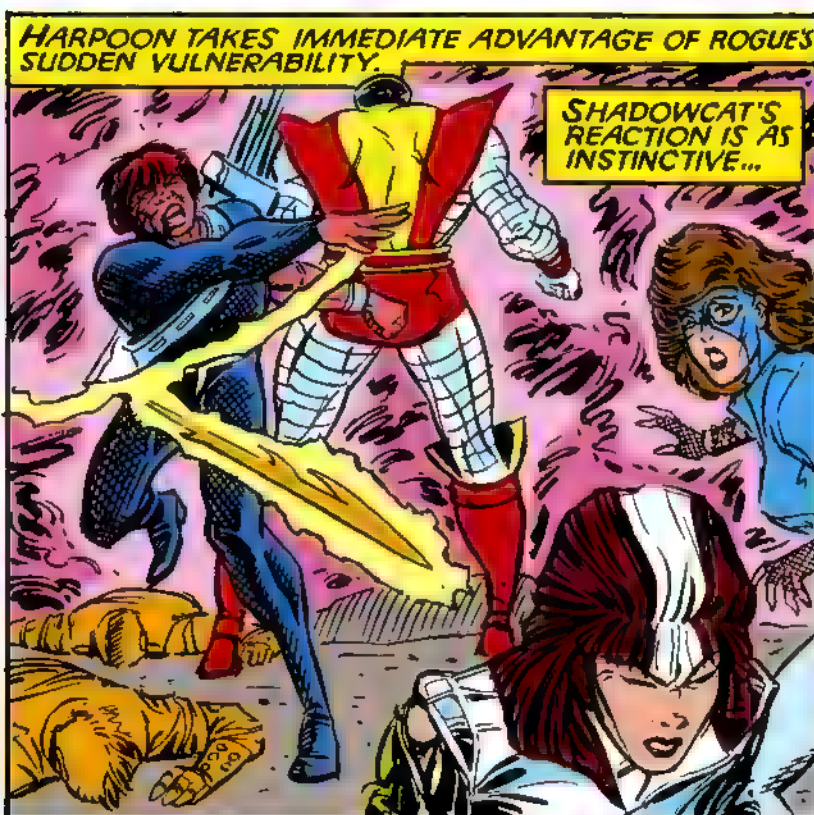
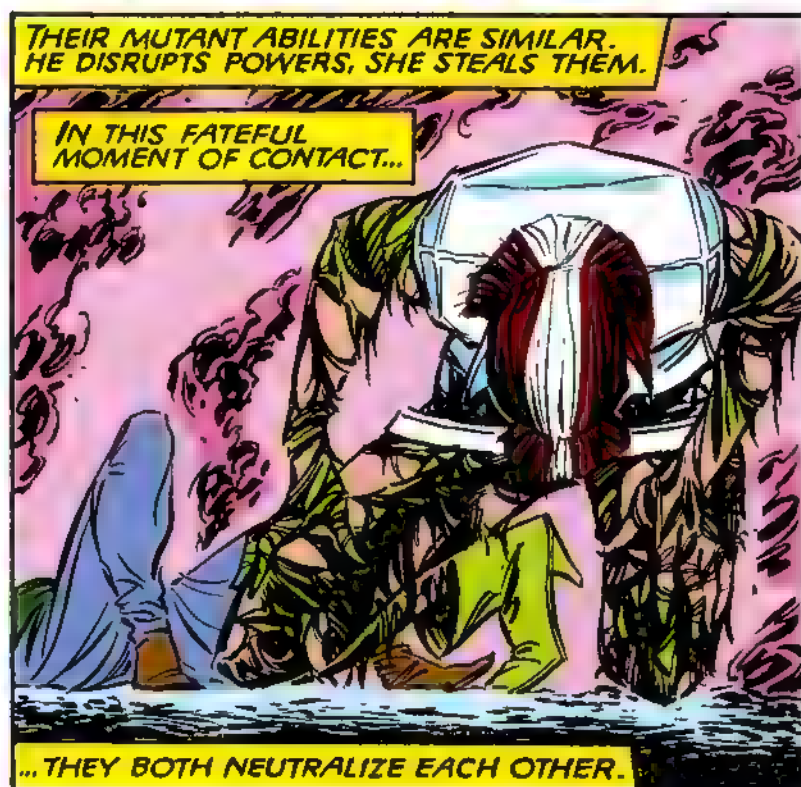


BEEN TRIED BEFORE, CHUMP. AIN'T THAT EASY.

EVEN AS HARPOON'S SLAYSPEAR STRIKES...

... WOLVERINE'S CLAWS DRAW BLOOD.





HEARING KITTY'S SCREAMS, COLOSSUS LUNGES FOR HARPOON-- BUT RIPTIDE BLOCKS HIS WAY.

SINCE YOU CARE SO MUCH ABOUT THE BABY-BRAT, HOW ABOUT I SEND YOU TO PARADISE WITH HER?

HURRICANE WINDS, YOU SEE, CAN PUNCH A STRAW THROUGH SOLID OAK-- AN' I CAN SPIN WAY FASTER'N THAT.

I FIGURE, MY ROBUST RUSSIAN FRIEND...

...THAT MY SPEED AND MY BLADES CAN CUT EVEN YOU DOWN TO SIZE.

WE ARE NOT FRIENDS, RIPTIDE.

MORE SCREAMS-- FROM THOSE STRUCK BY THE SPIKES AND STARS THAT MISSED COLOSSUS-- SOUNDS THAT, LIKE RIPTIDE'S LAUGHTER, WILL HAUNT PETER RASPUTIN'S MEMORIES.

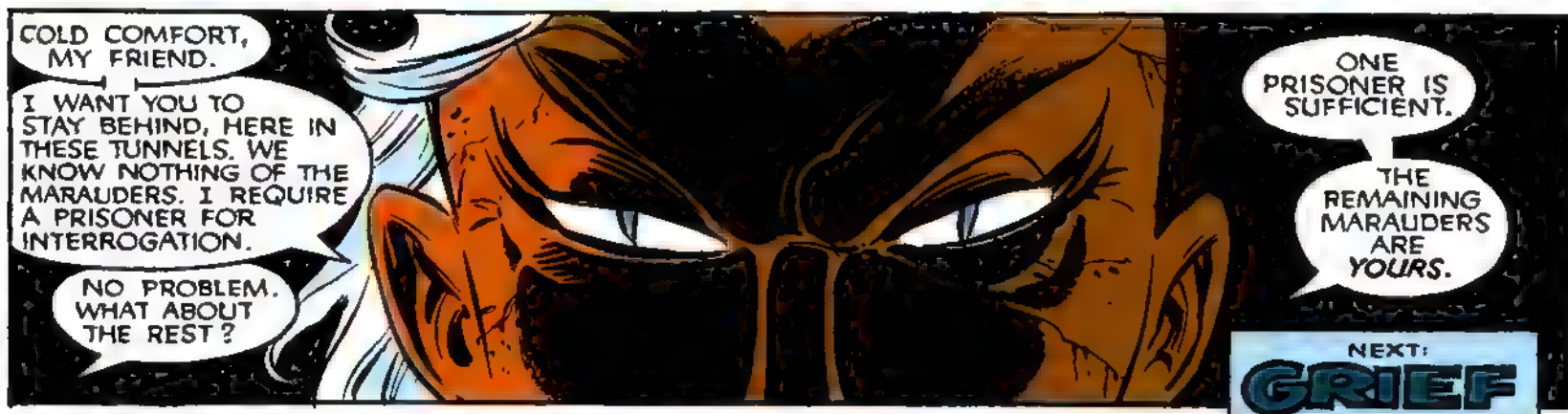
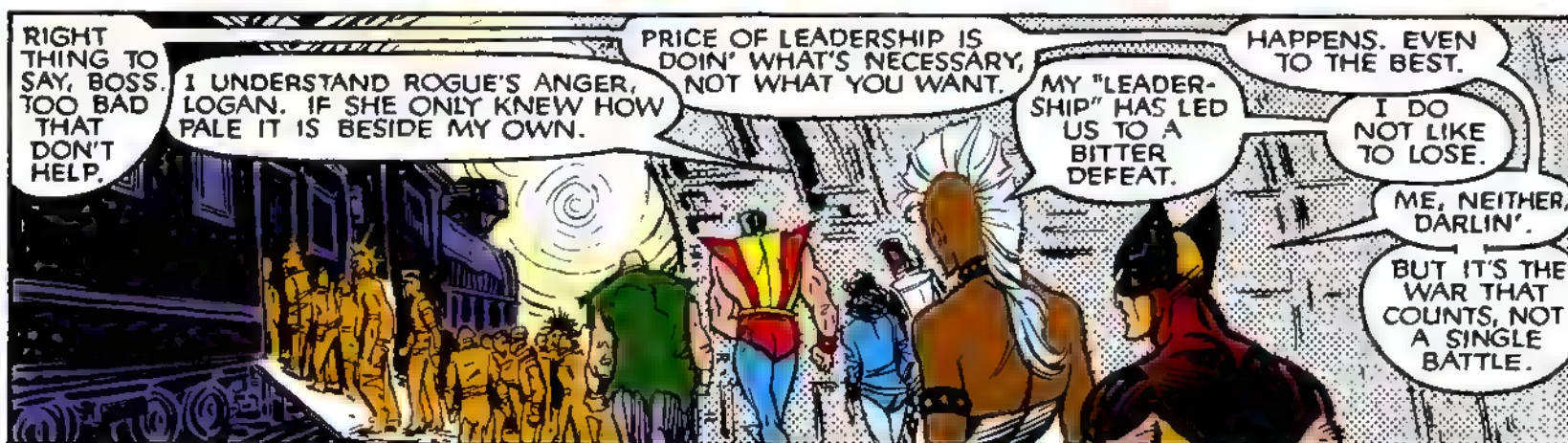
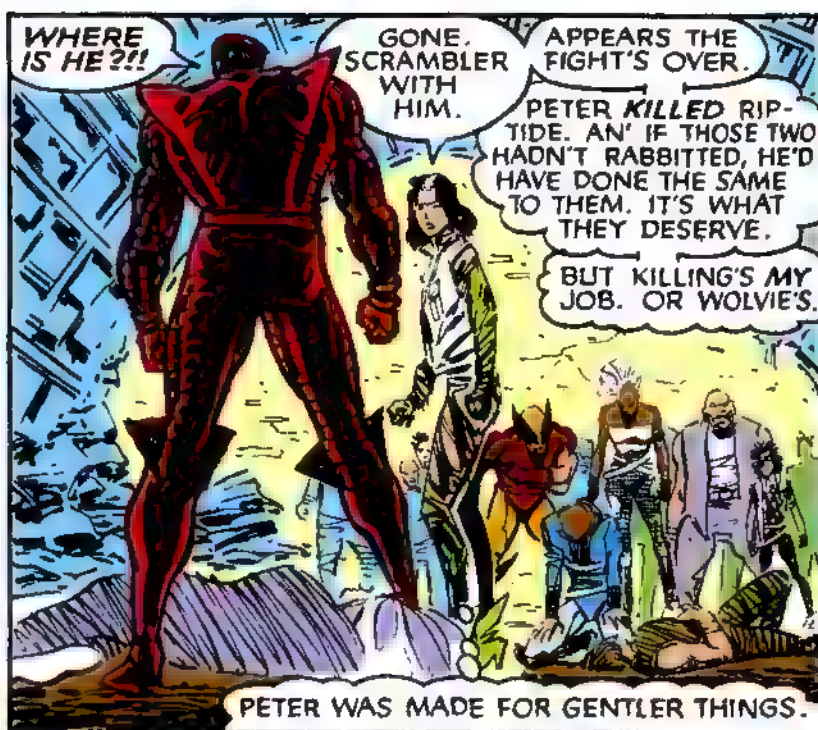
AND YOU ARE WRONG!

HARPOON--

-- MAKE PEACE WITH YOUR GODS, LITTLE MAN--

-- YOU ARE NEXT!

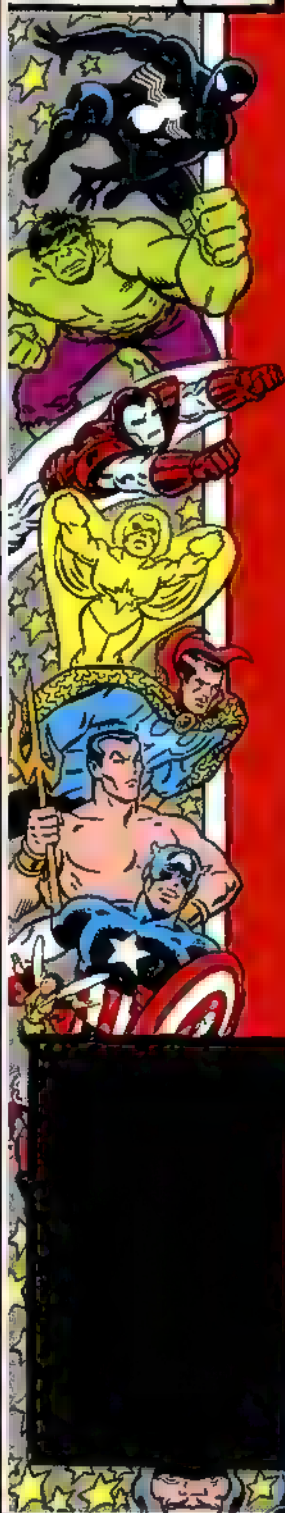
KRAK!



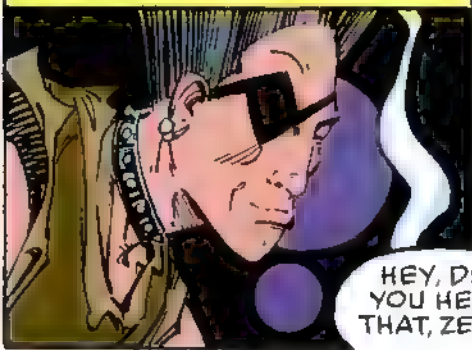
MARVEL
25TH
ANNIVERSARY

X-FACTORY

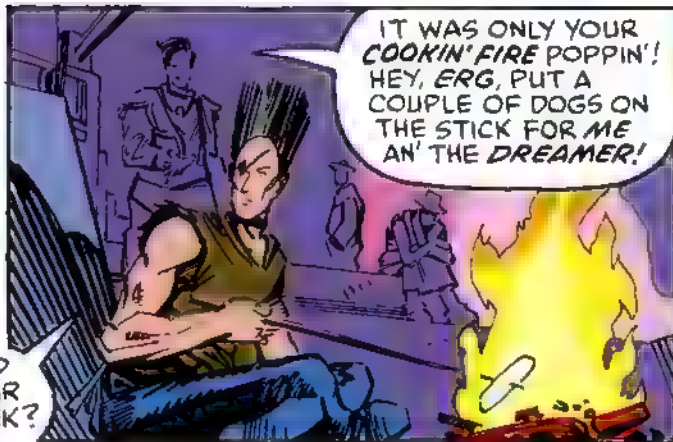
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FAR BENEATH MANHATTAN'S
HARD AND GLITTERING SURFACE,
A WARREN OF TUNNELS WINDS...



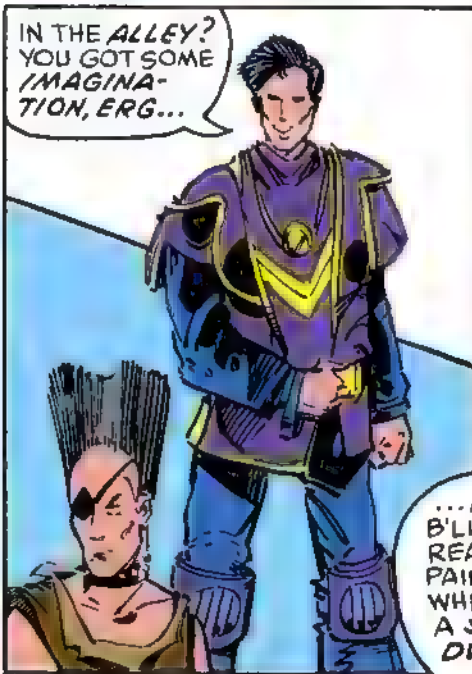
HEY, DID
YOU HEAR
THAT, ZEEK?



IT WAS ONLY YOUR
COOKIN' FIRE POPPIN'!
HEY, ERG, PUT A
COUPLE OF DOGS ON
THE STICK FOR ME
AN' THE DREAMER!



YEAH, SURE!
FUNNY! FOR A
SECOND, I
THOUGHT I
HEARD GUN-
FIRE!

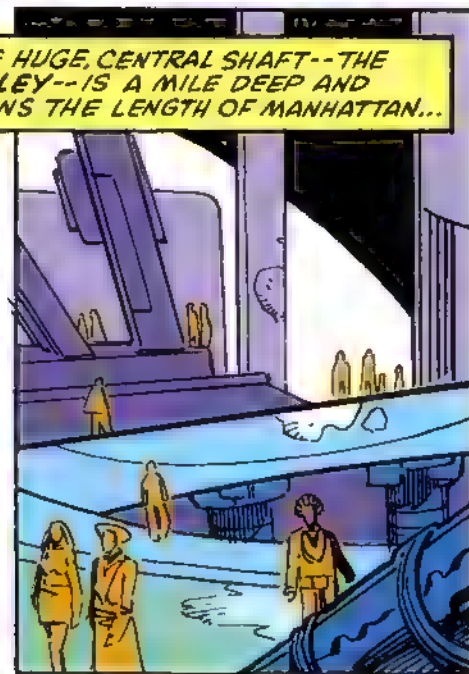


IN THE ALLEY?
YOU GOT SOME
IMAGINA-
TION, ERG...

...MAKES ME
B'LIEVE YOU
REALLY WAS A
PAINTER, BACK
WHEN YOU WAS
A SURFACE
DWELLER!



THE HUGE, CENTRAL SHAFT--THE
ALLEY--IS A MILE DEEP AND
RUNS THE LENGTH OF MANHATTAN...



HERE, THE MORLOCKS--
MUTANT OUTCASTS-- HAVE
CREATED THEIR OWN SOCIETY,
SHELTERED FROM THE FEAR
AND ENVY OF THE SURFACE
DWELLERS...



ERG, ZEEK?
I THINK
MAYBE I
HEAR IT
NOW...



YEAH! I HEAR IT NOW,
TOO! POPPIN'... AN'...
AN' IT SOUNDS LIKE
SCREAMS!

IT'S
COMING
CLOSER--



IT--OH
MY LORD!

LOUISE SIMONSON
WRITER

WALTER SIMONSON
PENCILER

BOB WIACEK
INKER

JOE ROSEN
LETTERER

PETRA SCOTSE
COLORIST

BOB HARRAS
EDITOR

JIM SHOOTER
EDITOR-IN-CHIEF



Stan Lee
PRESENTS:

FALLING ANGEL!

WHY-- WHY
ARE YOU
DOING THIS?

NOOO!

SCHBOOSH! SHRAK!

WE'RE MARAUDERS,
BABE, AN' WE GOT
A PHILOSOPHY!

THE ONLY
GOOD MUTANT
IS A DEAD
MUTANT-- 'LESS,
OF COURSE, IT'S
US!

WHILE IN THE TUNNELS SEVERAL MILES AWAY, A TEAM OF MUTANTS WHO ARE NOT MORLOCKS RECOVER FROM A PITCHED BATTLE WITH THE GOVERNMENT-SPONSORED BOUNTY HUNTERS, FREEDOM FORCE...

ANGEL, JEAN! GO ON! RUSTY'S HURT! GET HIM AND SKIDS BACK TO OUR COMPLEX -- NOW!

I HOPE SCOTT WILL BE OKAY! HE SEEMS WORRIED... EDGIER THAN ALL THIS WARRANTS!

HE BLAMES HIMSELF, ANGEL! I WAS ANGRY AT HIM AND HE WAS ... HURT...

HE NEEDED TO LASH OUT--TO HURT BACK! RUSTY STUMBLED ACROSS HIS PATH LIKE A HUMAN LIGHTNING ROD...

YEAH...AND SCOTT LET HIM HAVE IT, DIDN'T HE? A VERBAL BLAST TO THE GUT THAT SENT RUSTY SCURRYING HERE ...INTO GREATER DANGER!

AND LITTLE ARTIE FOLLOWED HIM...*

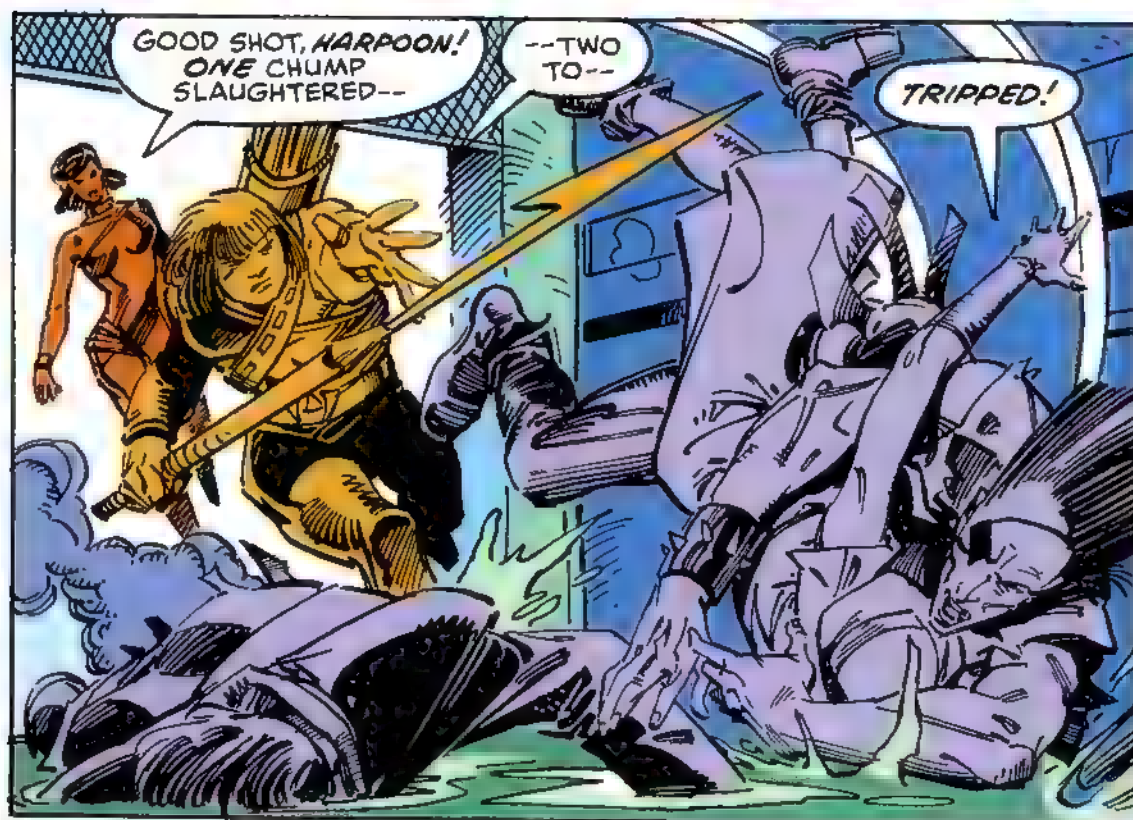
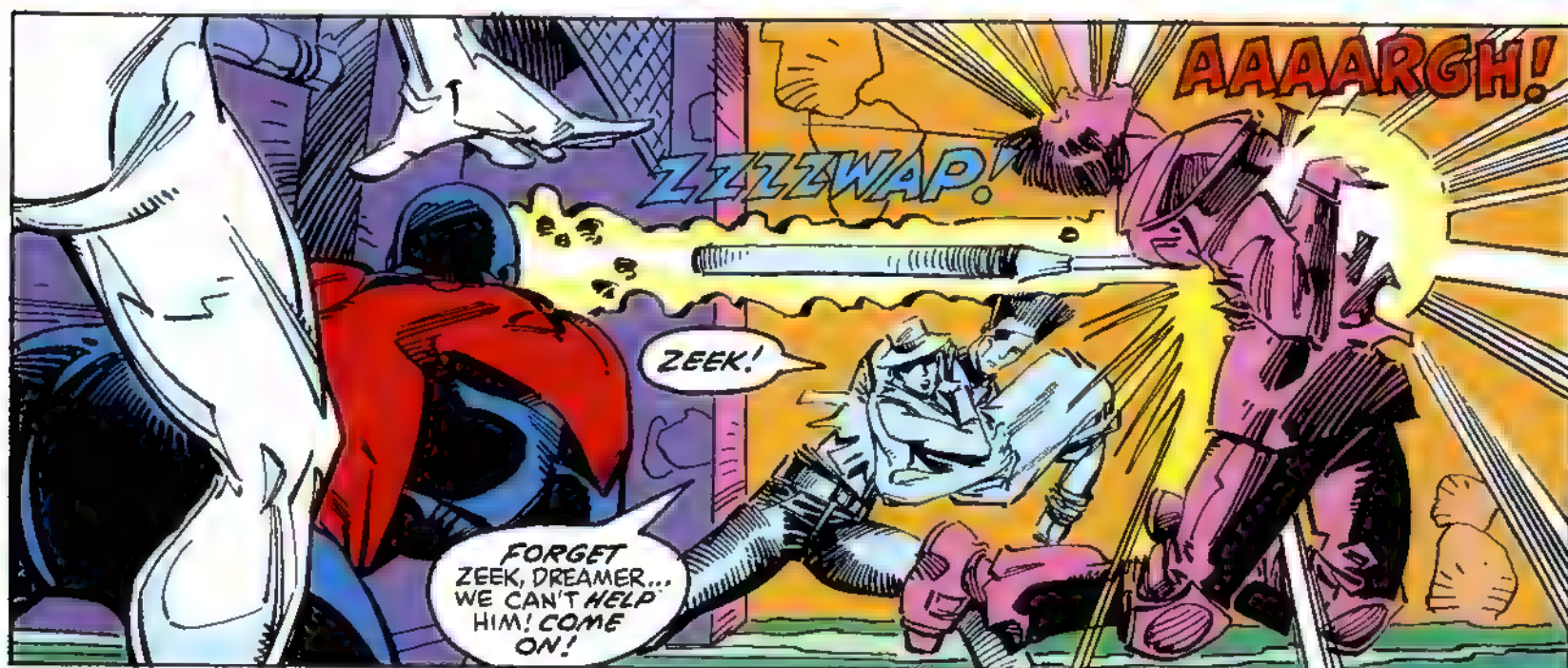
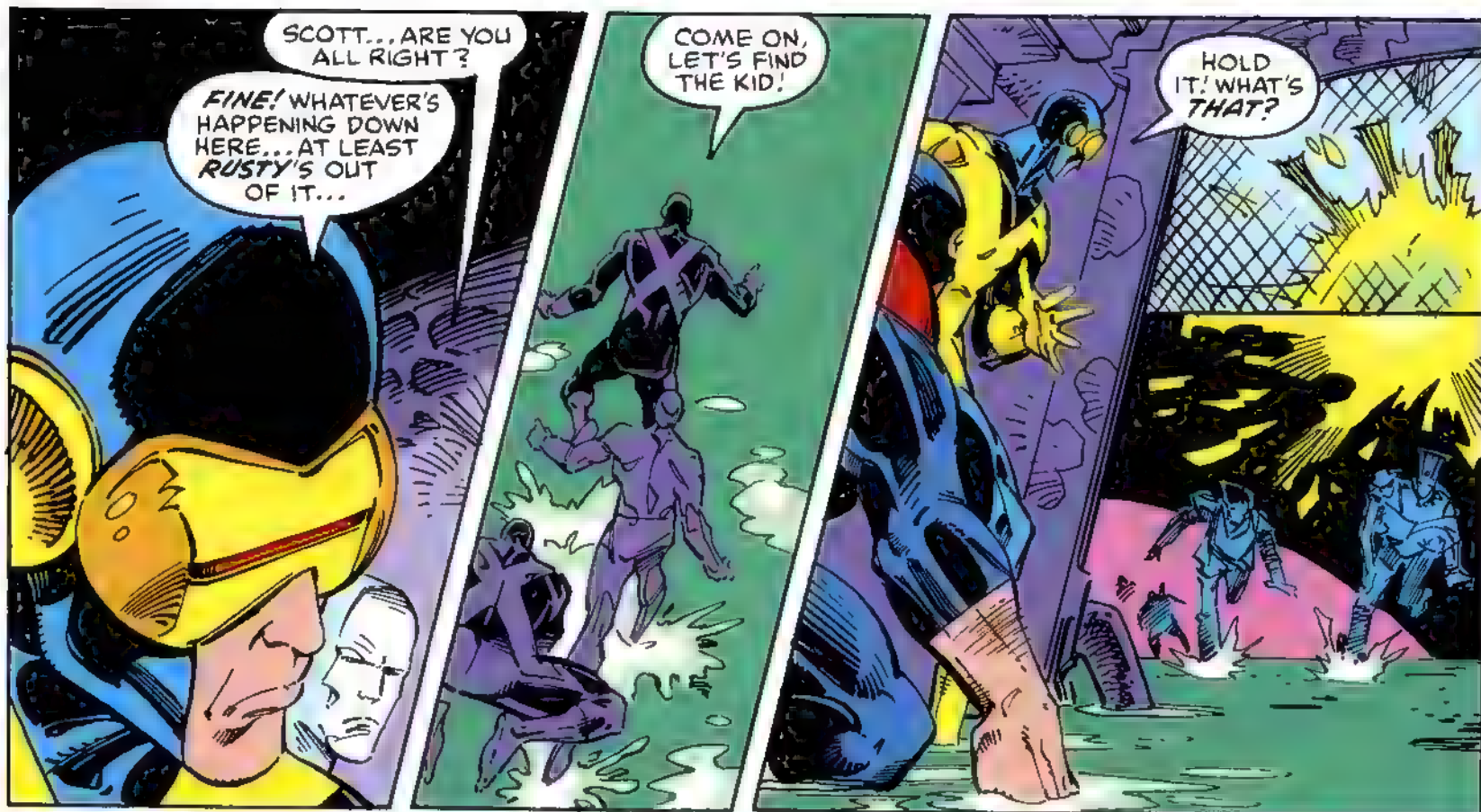
ANGEL, CAN YOU HEAR THEM? SCREAMS! POOR LITTLE ARTIE, LOST DOWN HERE AND--

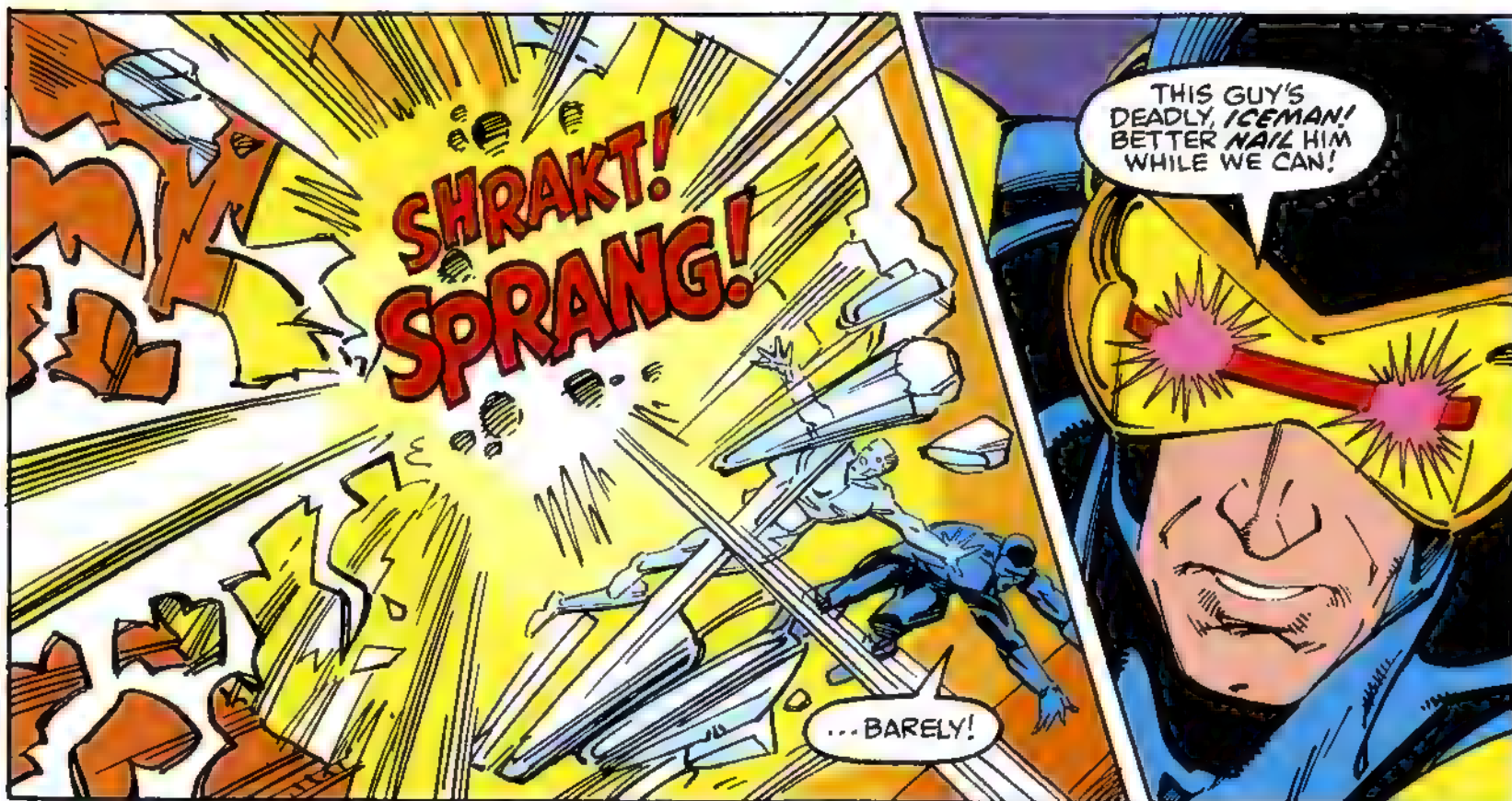
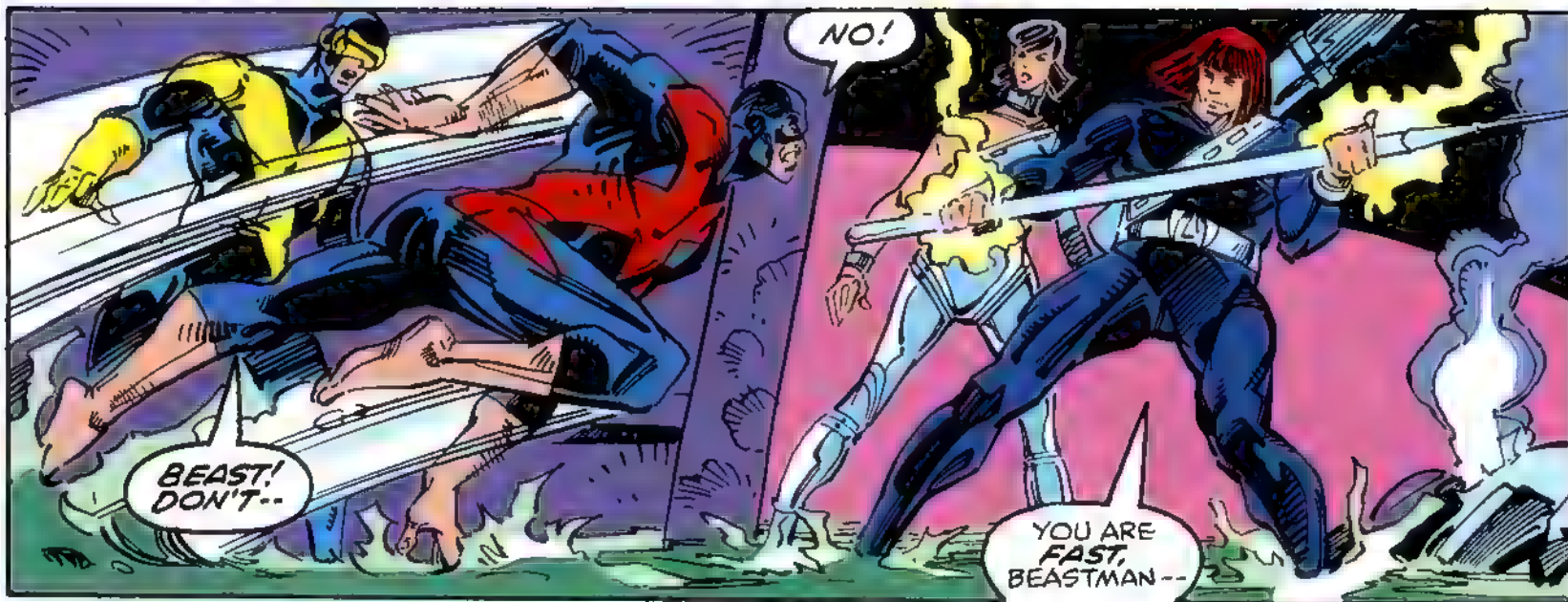
LOOK AT RUSTY-- HE'S BARELY BREATHING!

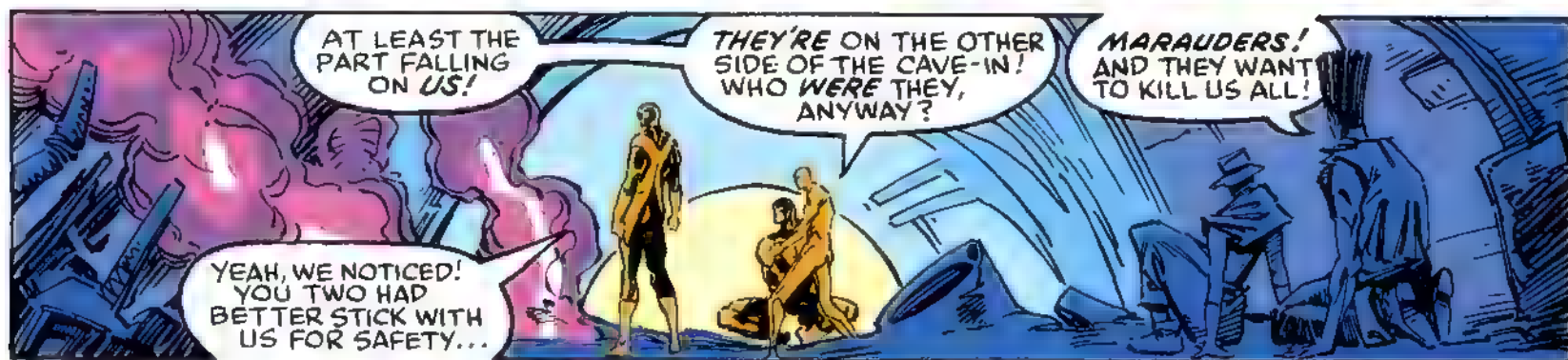
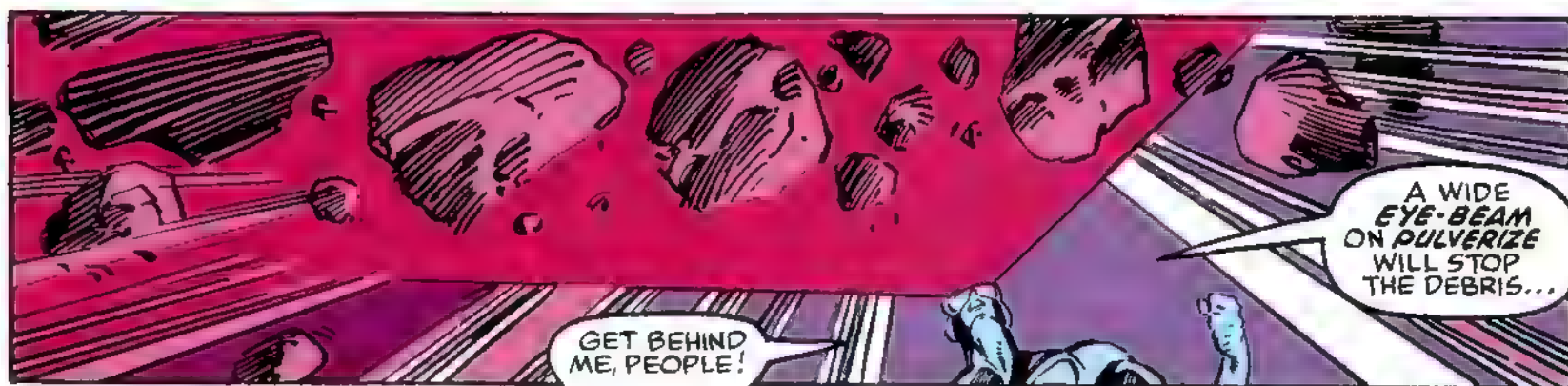
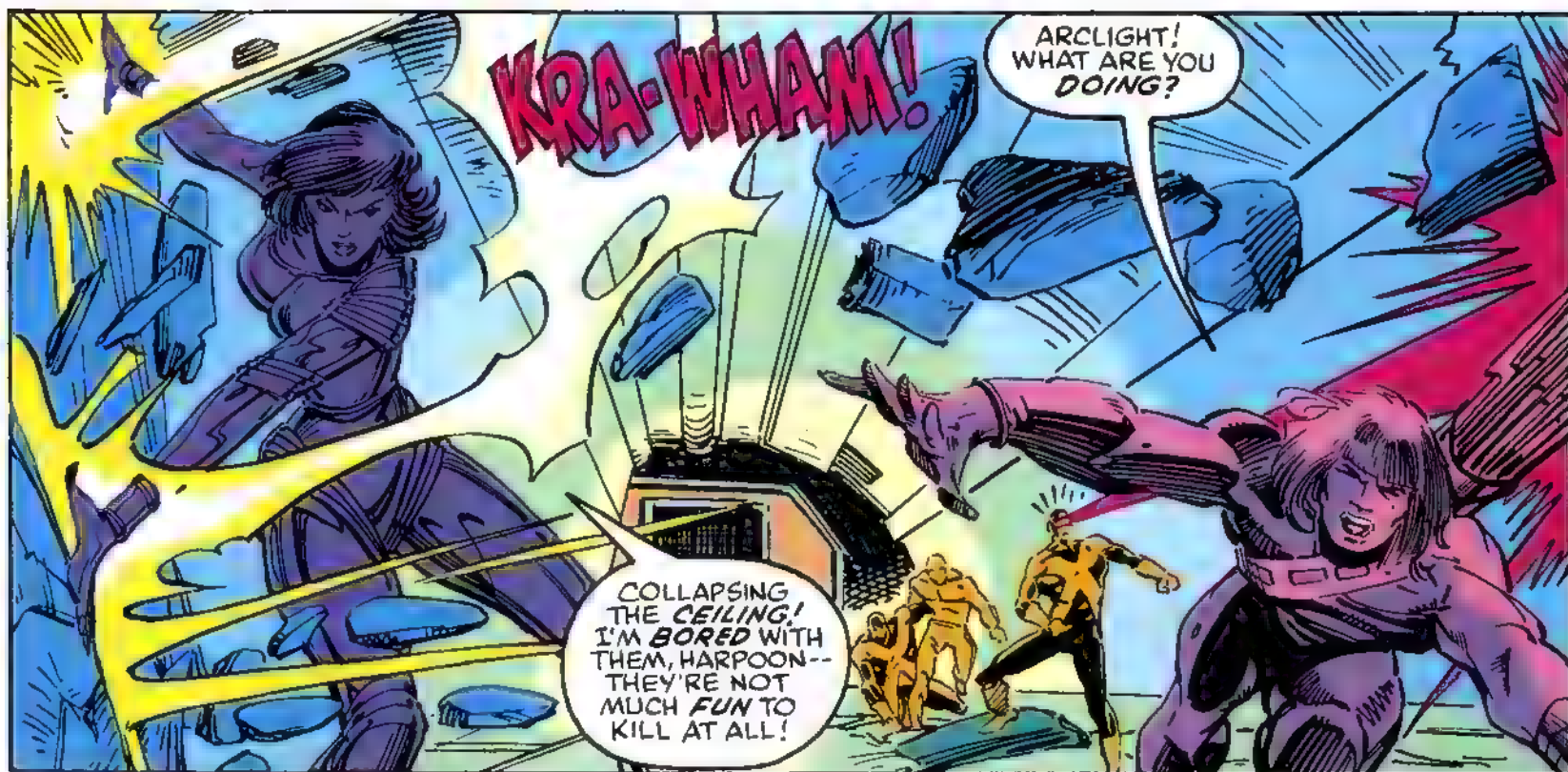
**8 AND #9 HAVE THE SAD DETAILS- BOB.

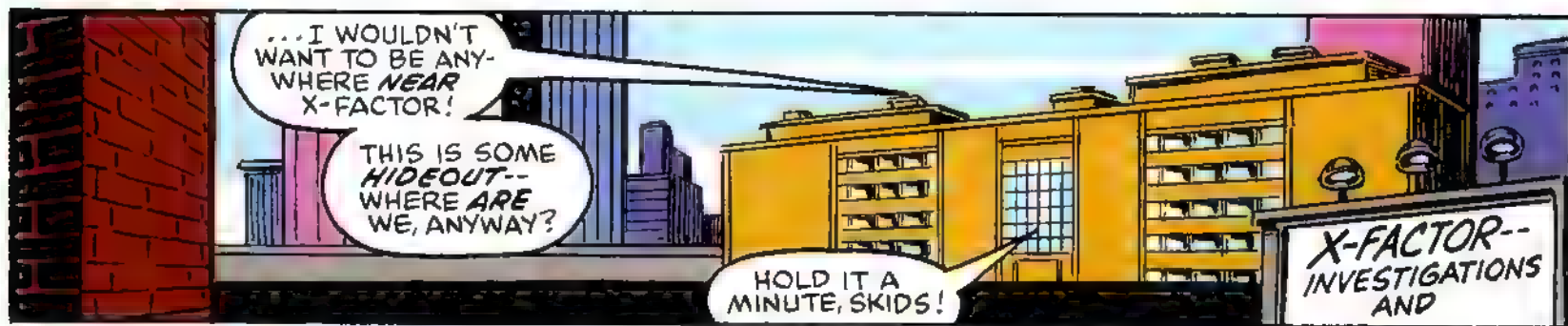
PLEASE, YOU DON'T HAVE TO GO SLOW FOR ME! I CAN SKATE ON MY FORCE FIELD REAL FAST! I'LL KEEP UP! HONEST! JUST--

DON'T WORRY, SKIDS! BETWEEN JEAN AND ME, WE'LL SAVE HIM! I JUST HOPE CYKE AND BEAST AND ICEMAN CAN FIND ARTIE...





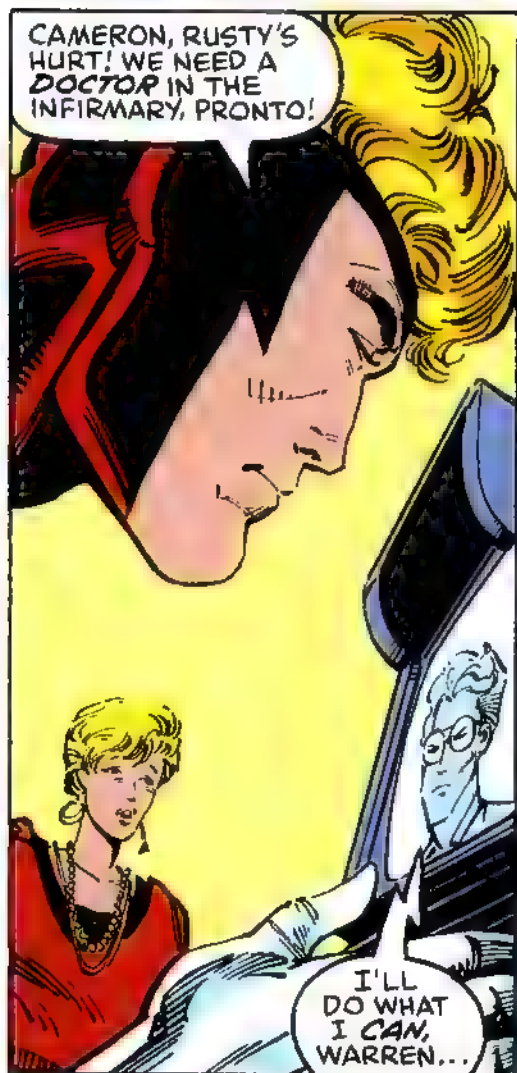




...I WOULDN'T WANT TO BE ANYWHERE NEAR X-FACTOR!

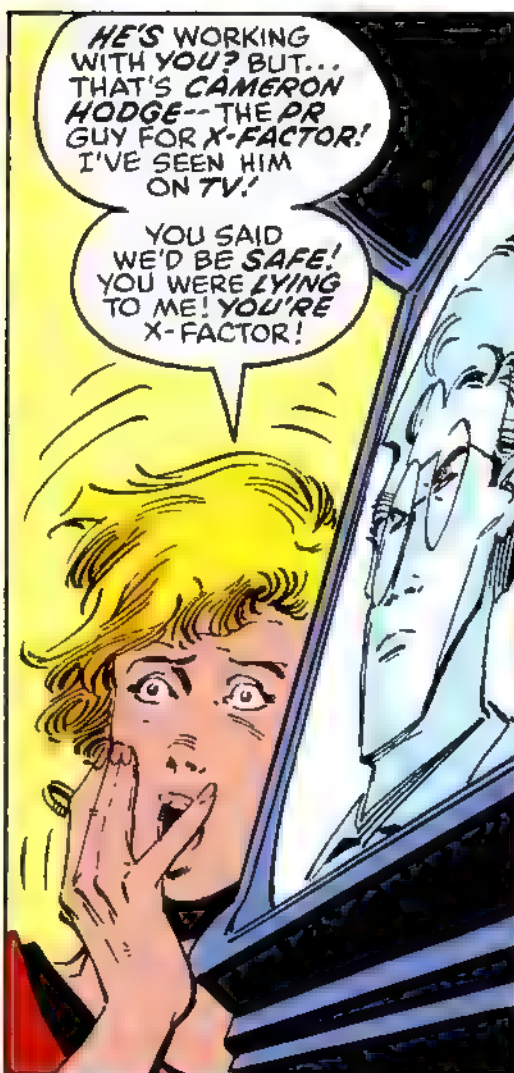
THIS IS SOME HIDEOUT-- WHERE ARE WE, ANYWAY?

HOLD IT A MINUTE, SKIDS!



CAMERON, RUSTY'S HURT! WE NEED A DOCTOR IN THE INFIRMARY, PRONTO!

I'LL DO WHAT I CAN, WARREN...



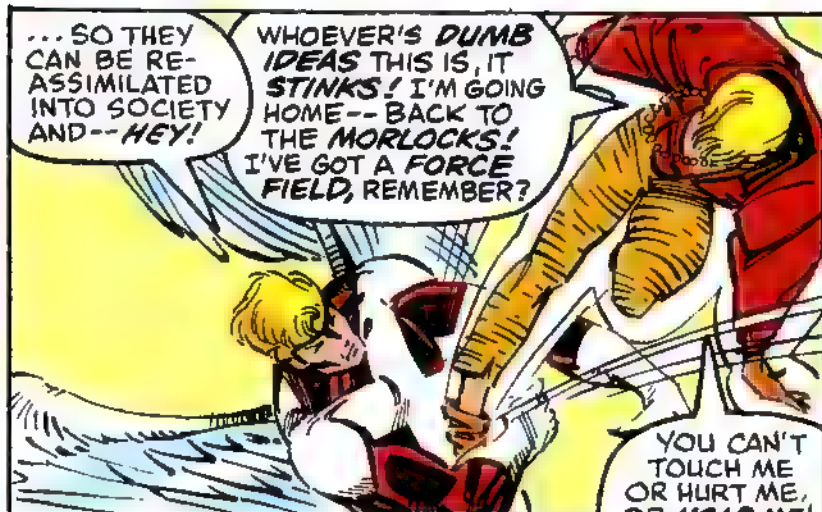
HE'S WORKING WITH YOU? BUT... THAT'S CAMERON HODGE-- THE PR GUY FOR X-FACTOR! I'VE SEEN HIM ON TV!

YOU SAID WE'D BE SAFE! YOU WERE LYING TO ME! YOU'RE X-FACTOR!



SKIDS! LISTEN! IT ISN'T A LIE!

X-FACTOR HUNTS MUTANTS, BUT TO TEACH THEM TO CONTROL THEIR OFTEN DANGEROUS POWERS-- LIKE RUSTY'S FIRE POWER...



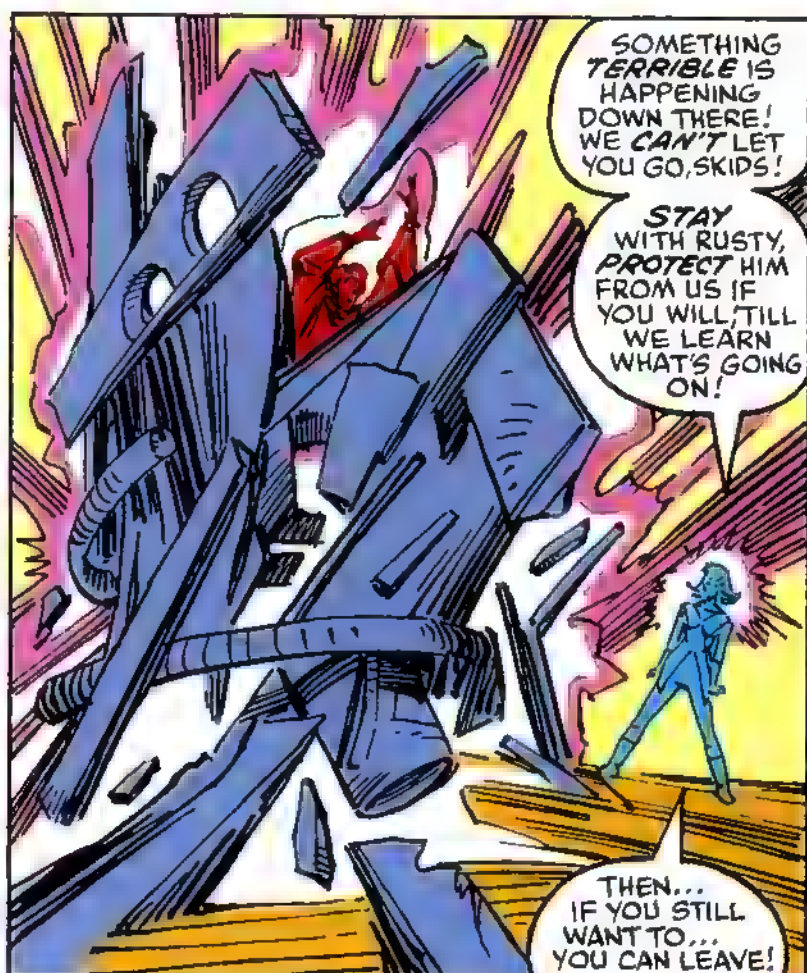
... SO THEY CAN BE RE-ASSIMILATED INTO SOCIETY AND-- HEY!

WHOEVER'S DUMB IDEAS THIS IS, IT STINKS! I'M GOING HOME-- BACK TO THE MORLOCKS! I'VE GOT A FORCE FIELD, REMEMBER?

YOU CAN'T TOUCH ME OR HURT ME, OR HOLD ME! NOTHING CAN! YOU JUST SKID OFF--



BUT I CAN CONTAIN YOU!



SOMETHING TERRIBLE IS HAPPENING DOWN THERE! WE CAN'T LET YOU GO, SKIDS!

STAY WITH RUSTY, PROTECT HIM FROM US IF YOU WILL, TILL WE LEARN WHAT'S GOING ON!

THEN... IF YOU STILL WANT TO... YOU CAN LEAVE!

SEVERAL HOURS AGO LED BY HIS ABILITY TO VISUALIZE FAR OFF EVENTS. X-FACTOR'S MUTE YOUNG WARD, **ARTIE MADDICKS**, ENTERED THE MORLOCK TUNNELS IN SEARCH OF HIS FRIEND, **RUSTY COLLINS**...

... AND WAS, HIMSELF, FOUND BY THE MORLOCK CHILD, **LEECH**-- WHOSE POWER IS TO SIPHON OFF THE POWERS OF OTHERS, AND **CALIBAN**-- A LIVING MUTANT DETECTOR.

NOW, THE TRIO OF MUTANTS CREEP FEARFULLY TOWARDS THE SOUNDS OF AMBUSH AND DEATH...

UP AHEAD! MORE SCREAMS! STAY CLOSE AND QUIET, YOUNG ONES! IF YOU COULD TALK, BIG EYES...

... PERHAPS YOU COULD SAY WHAT IS HAPPENING... FOR WITH **LEECH** AROUND, **CALIBAN**'S OWN POWERS FAIL HIM...

... AND HE CANNOT TELL-- **MUTANT, FRIEND OR FOE**-- WHO WALKS AHEAD!

... WHILE **CALIBAN** GOES FORWARD, OUT OF HIS RANGE, WHERE HE WILL BE ABLE TO--

LEECH! BIG EYES! DANGER! RUN! GET OUT OF--

BIG EYES, WAIT THERE WITH **LEECH**! HIS POWER SHOULD PROTECT YOU... NEUTRALIZE ANY MUTANT ATTACK...

DON'T COUNT ON IT, CHUMP!

AIN'T *NOTHIN'* GONNA DULL **SABRETOOTH**'S CLAWS--

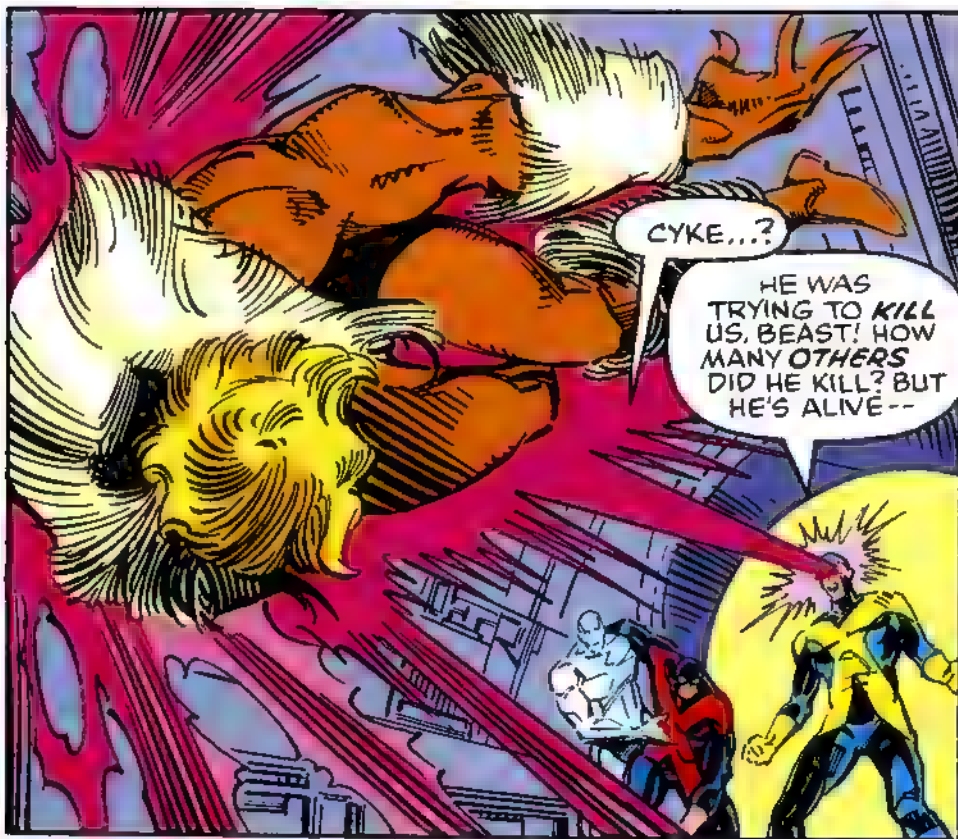
-- OR HIS SENSES! SOMEONE COMING ... WHO--?

IN HOLE!

FAST!

SHRAKT!

WHO...?

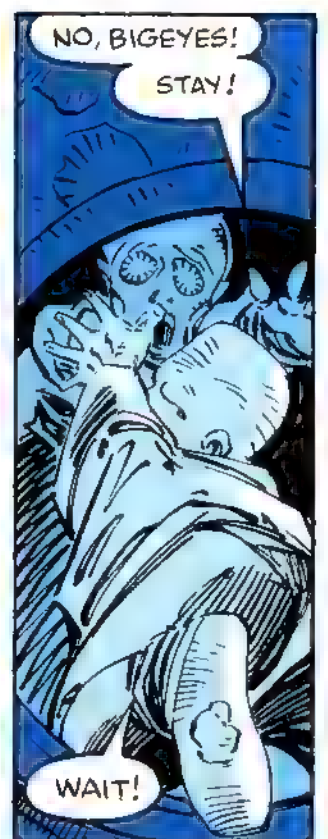


CYKE...?

HE WAS TRYING TO KILL US, BEAST! HOW MANY OTHERS DID HE KILL? BUT HE'S ALIVE--

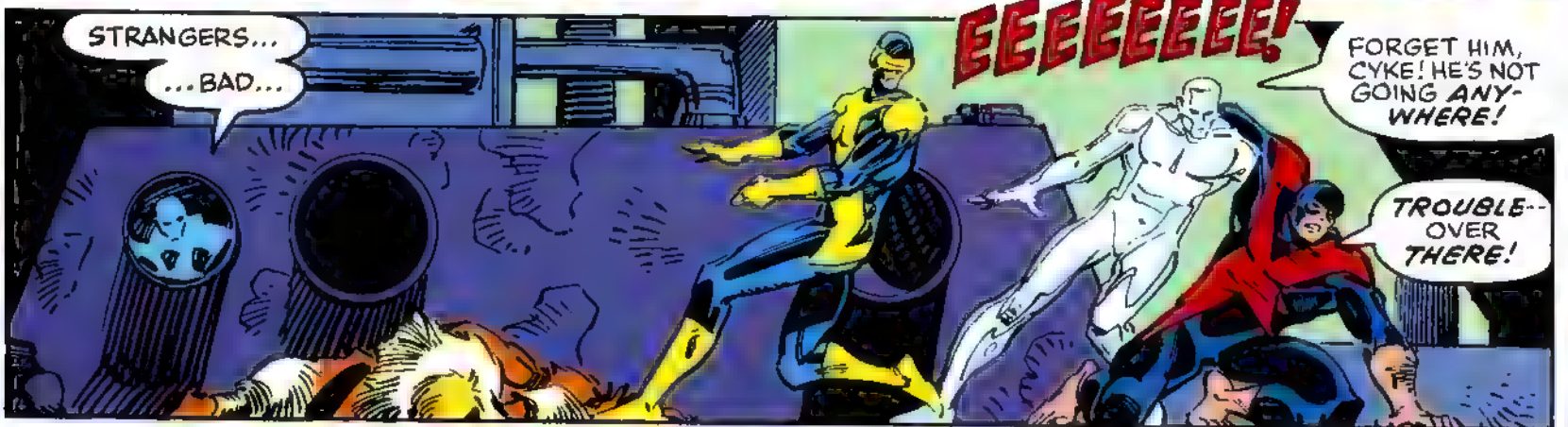


--SO FAR...



NO, BIGEYES! STAY!

WAIT!



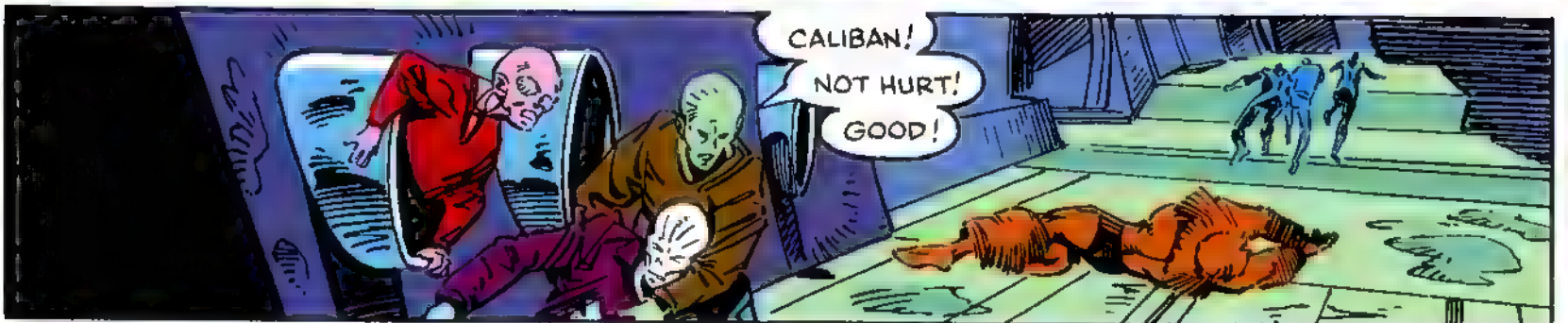
STRANGERS...

...BAD...

EEEEEEEEEE!

FORGET HIM, CYKE! HE'S NOT GOING ANYWHERE!

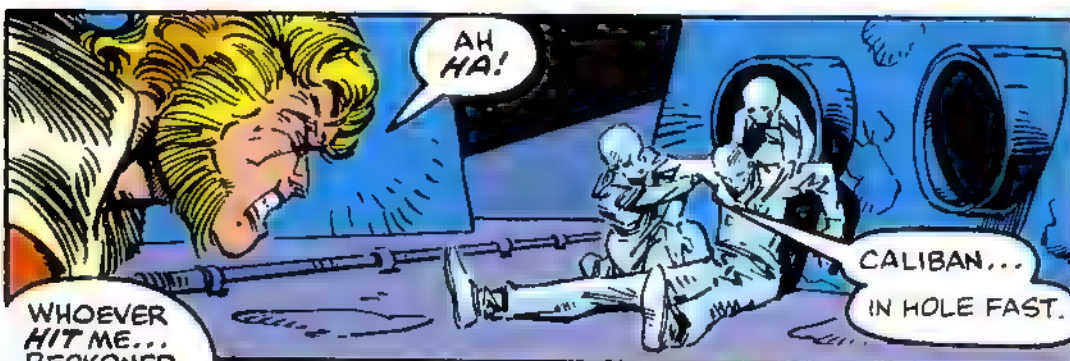
TROUBLE-- OVER THERE!



CALIBAN!

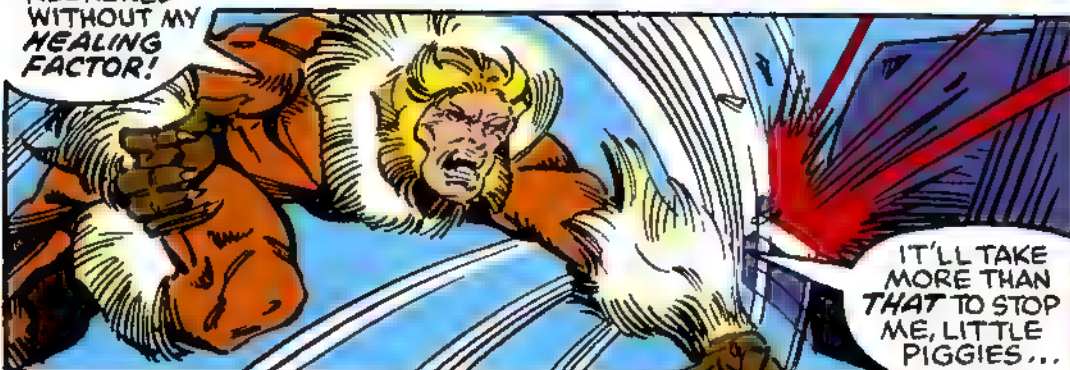
NOT HURT!

GOOD!



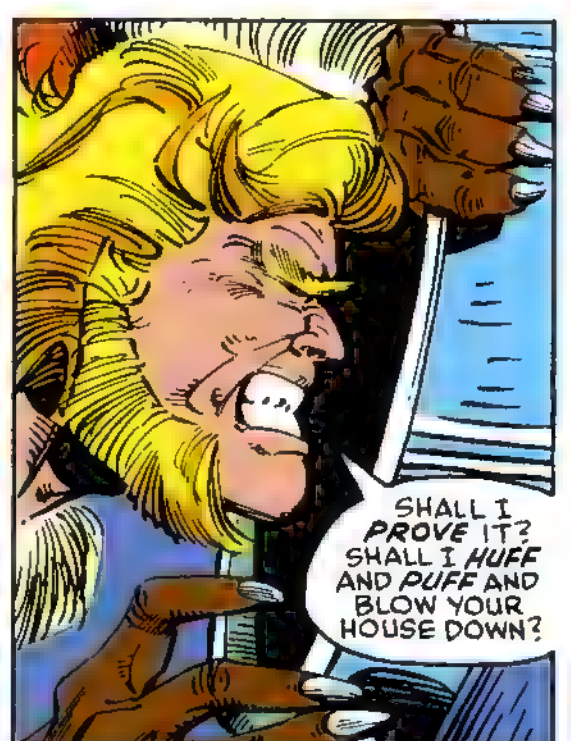
AH HA!

CALIBAN... IN HOLE FAST.



WHOEVER HIT ME... RECKONED WITHOUT MY HEALING FACTOR!

IT'LL TAKE MORE THAN THAT TO STOP ME, LITTLE PIGGIES...



SHALL I PROVE IT? SHALL I HUFF AND PUFF AND BLOW YOUR HOUSE DOWN?

MEANWHILE IN THE PENTAGON HEADQUARTERS OF FREEDOM FORCE...

HAR! HAR! SO YOU LEAKED THE WORD, EH, MYSTIQUE?

AND THE MEDIA ARE HAVING A FIELD DAY! UNCLE SAM'S COMPUTERS PROVIDED IMPRESSIVE PROOF.

...INVESTIGATING REPORTS THAT THE MILLIONAIRE MUTANT PLAYBOY, WARREN WORTHINGTON ...KNOWN ALSO AS "THE ANGEL" ...IS THE FINANCIAL BACKER FOR X-FACTOR...

I WONDER WHEN THEY WILL LEARN, AS WE HAVE, THAT X-FACTOR AND THE X-TERMINATORS ARE ONE!

MEANWHILE IN PHILADELPHIA, ON THE TOP FLOOR OF THE WORTHINGTON BUILDING, THE NEWLY APPOINTED CHAIRMAN OF THE BOARD, CANDY SOUTHERN, CALLS A MEETING TO ORDER...

...LIGHT INDUSTRY PROFITS ARE UP TWO PERCENT IN THIS QUARTER AND--

IT...IT JUST CAME OVER THE RADIO...ABOUT MR. WORTHINGTON!

M-MISS SOUTHERN...?

IT SAID...IT SAID THAT HE'S AN EVIL MUTANT... AND WORTHINGTON ENTERPRISES IS BACKING X-FACTOR!

BLAST! WARREN THOUGHT HE'D BURIED HIS INTEREST IN X-FACTOR SO CLEVERLY NO ONE COULD FERRET OUT THE CONNECTION! HOW--?

I'M SUPPOSEDLY HIS LOVER AND I HAVEN'T HAD A REAL CONVERSATION WITH HIM IN WEEKS... WE'VE BOTH BEEN SO BUSY...

IT'S TIME I WENT TO HIM! WHEN HE HEARS THIS, HE'S GOING TO NEED ME!

GENTLEMEN, I'M POSTPONING THE REMAINDER OF THIS MEETING 'TILL NEXT WEEK! IF YOU NEED ME, I'LL BE IN NEW YORK!

WHILE IN THE INFIRMARY OF THE X-FACTOR COMPLEX...

THANK YOU FOR COMING SO PROMPTLY, DOCTOR!

GLAD TO OBLIGE-- CAM'S AN OLD BUDDY!

THE BOY'S IN BAD SHAPE... WHAT HAPPENED?

HE'S AN X-FACTOR OPERATIVE, INJURED IN THE LINE OF DUTY AND--

SORRY TO INTERRUPT, WARREN, BUT SOMETHING VERY BIG HAS COME UP! YOU'RE ON TV...

...KEEP WATCHING THE MONITOR, I'LL PATCH IT THROUGH--

...CONCERNING THE INVOLVEMENT OF WARREN WORTHINGTON III, A KNOWN MUTANT, WITH X-FACTOR...

WHAT???

WHILE IN THE ALLEY...

DIZZY ZAP THESE MUTIE DOPES ALL YOU WANT, VERTIGO...IT TAKES BLOCKBUSTER TA DELIVER THE GOODS!

WHAM!

ICK! WHAT'S WITH YOU, UGLY-- YA GOT FLY PAPER FOR SKIN?

APE, DUCK OR YOU'LL BE STUCK!

I CAN'T, TARBABY! I'M SO DIZZY, I'M SPINNING LIKE A-- OOF!

HA! STUCK TOGETHER LIKE WADS OF BUBBLE-GUM!

BLOCKBUSTER'LL FLATTEN YOU LIKE--

THERE! THE SCREAM CAME FROM-- HOLEE--!

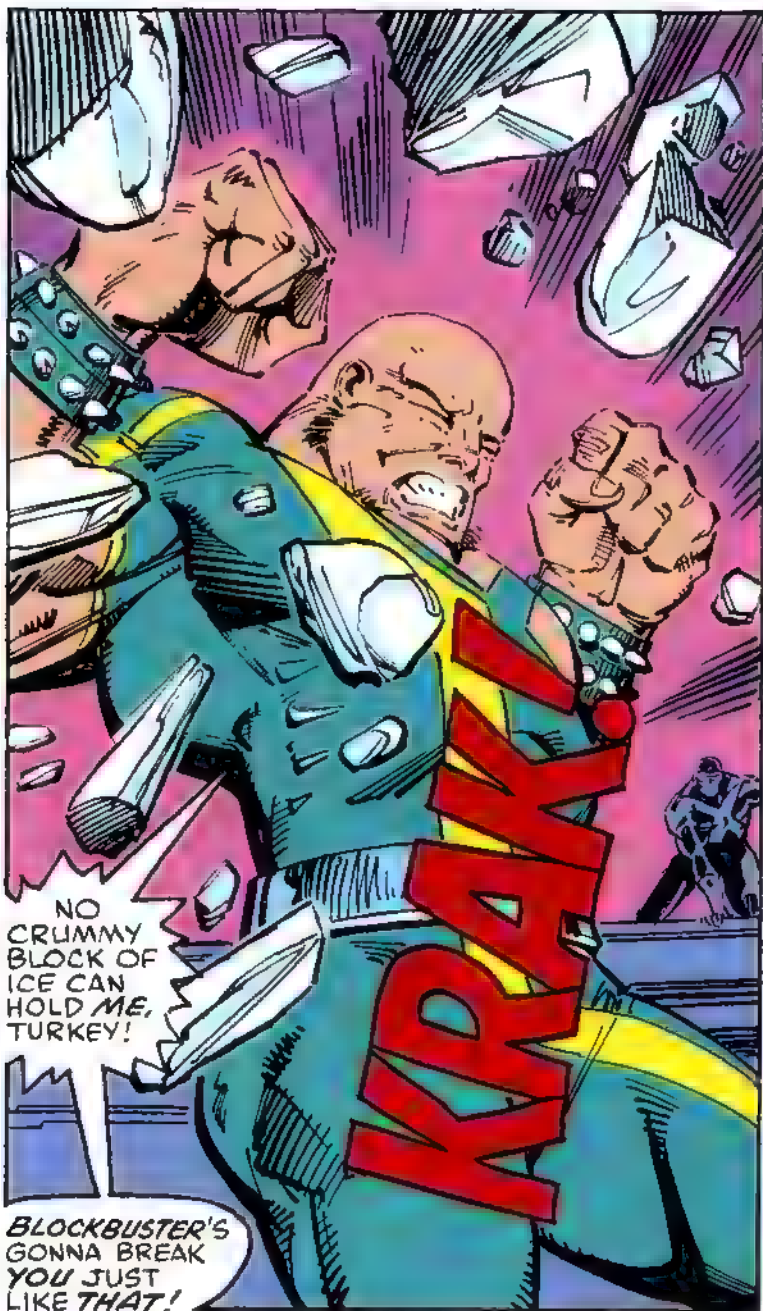
IT'LL BE TOUGH IN ICE HAND-CUFFS, MARAUDER!

ALMOST TOUGH AS STANDING UPRIGHT, ISN'T IT, MUTANT?

NO KIDDING! DIZZY... SICK...

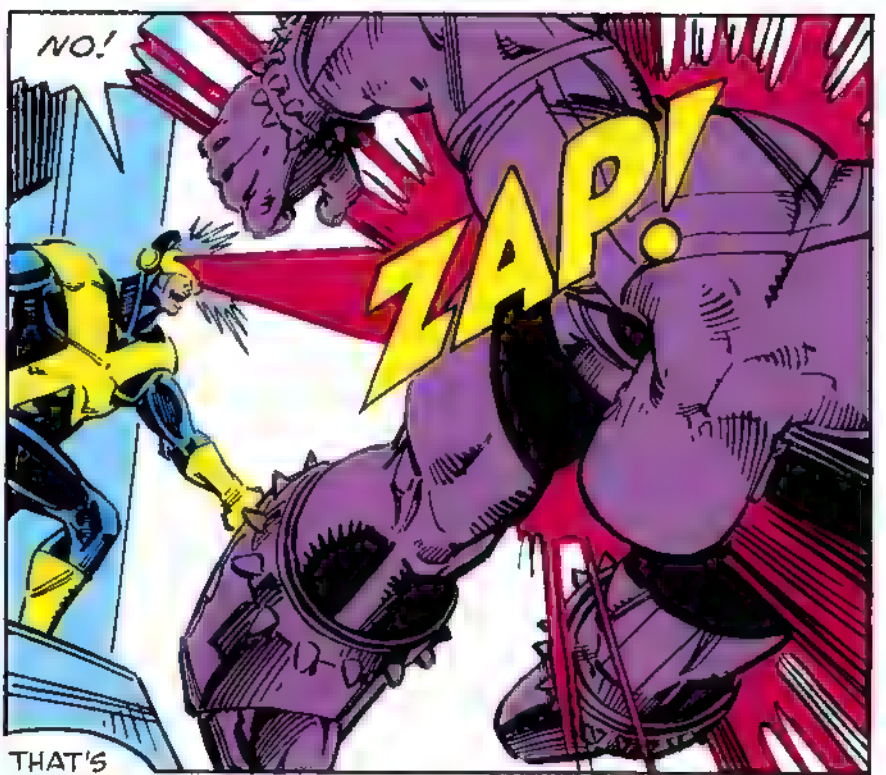
CAN'T STAY ICED UP OR... OR UP AT ALL!

THUD!

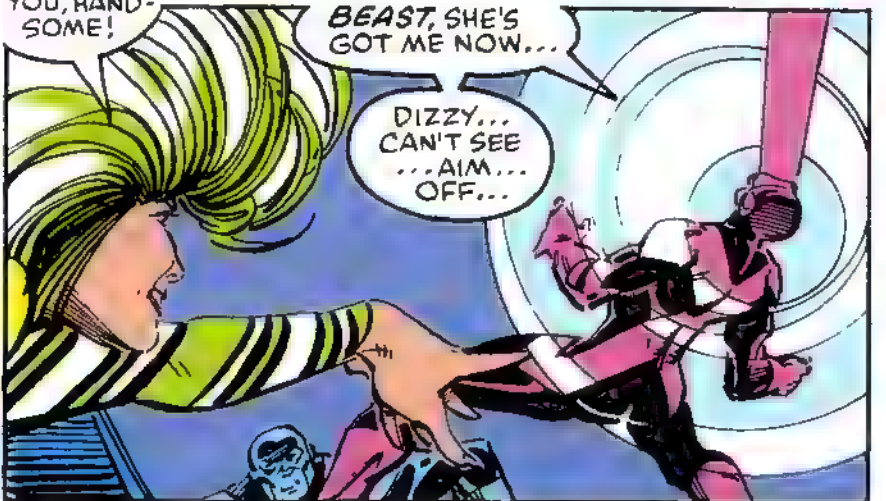


NO CRUMMY BLOCK OF ICE CAN HOLD ME, TURKEY!

BLOCKBUSTER'S GONNA BREAK YOU JUST LIKE THAT!

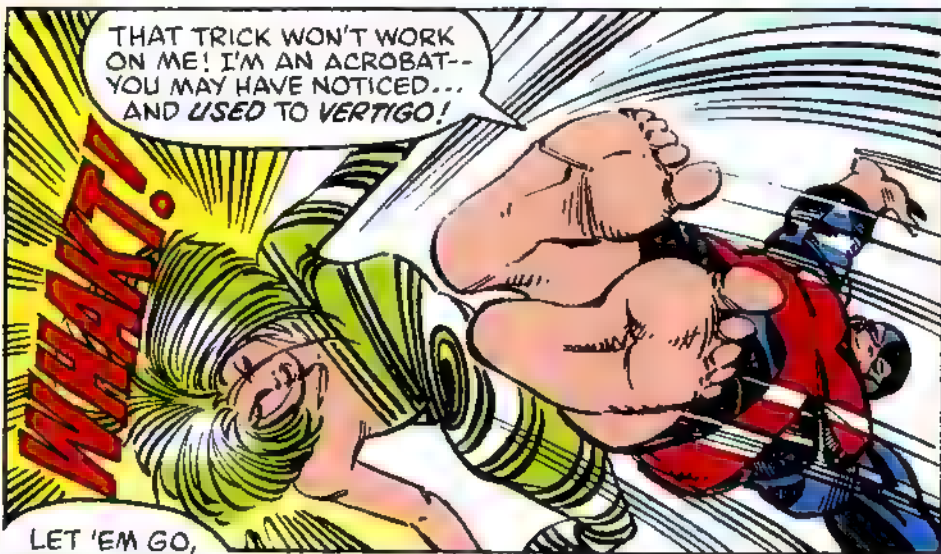


NO!
THAT'S IT FOR YOU, HAND-SOME!



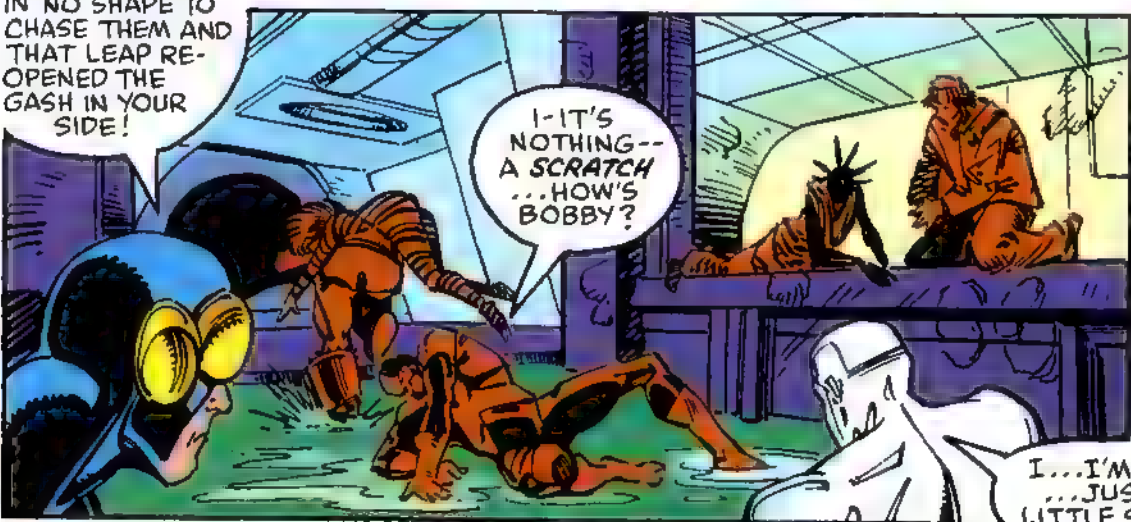
BEAST, SHE'S GOT ME NOW...

DIZZY... CAN'T SEE ... AIM... OFF...



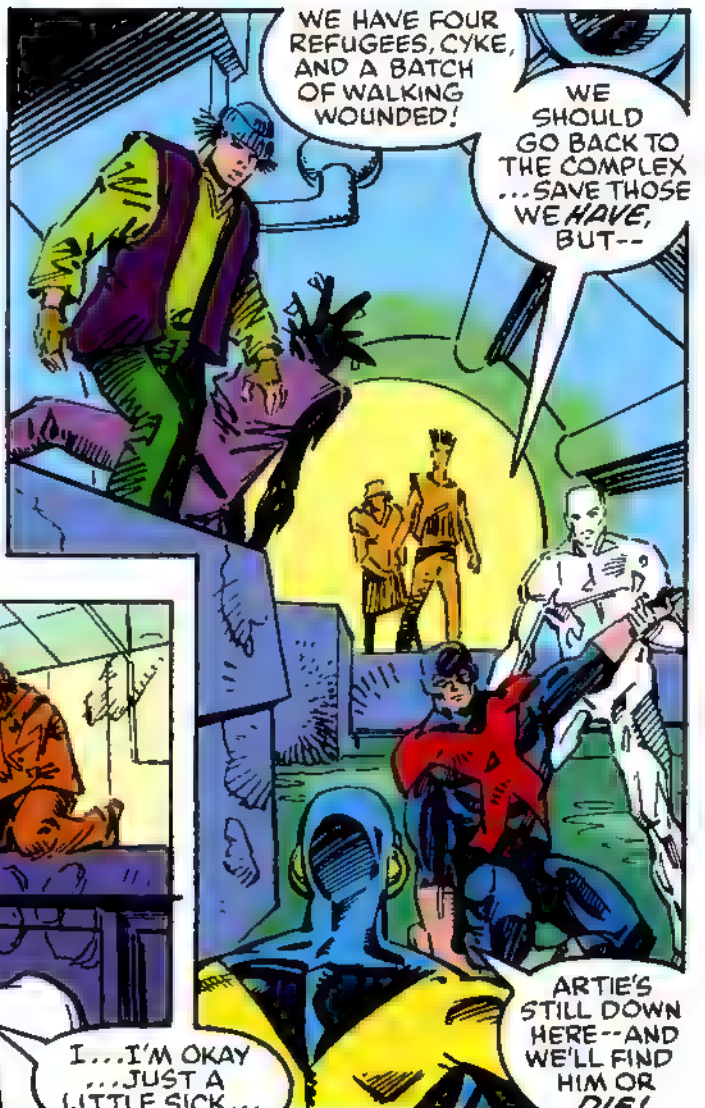
THAT TRICK WON'T WORK ON ME! I'M AN ACROBAT-- YOU MAY HAVE NOTICED... AND USED TO VERTIGO!

LET 'EM GO, BEAST-- WE'RE IN NO SHAPE TO CHASE THEM AND THAT LEAP RE-OPENED THE GASH IN YOUR SIDE!



I-IT'S NOTHING-- A SCRATCH... HOW'S BOBBY?

I... I'M OKAY ... JUST A LITTLE SICK...



WE HAVE FOUR REFUGEES, CYKE, AND A BATCH OF WALKING WOUNDED!

WE SHOULD GO BACK TO THE COMPLEX ... SAVE THOSE WE HAVE, BUT--

ARTIE'S STILL DOWN HERE-- AND WE'LL FIND HIM OR DIE!

WHILE ELSEWHERE IN THE TUNNEL, TWO SMALL FACES PEER FROM A DRAIN TUNNEL INTO THE ALLEY...

GONE...?

ARTIE NODS... THE MONSTER WITH THE CLAWS AND TEETH HAS LEFT... BORED BY HIS INABILITY TO REACH THEM...

...LURED BY THE PROMISE OF EASIER PREY!

GO?

NO!

SCARED!

STAY!

DIE!

BUT YOUNG ARTIE MADDICKS RUNS...

AWAY FROM THE INJURED CALIBAN AND THE YOUNG FRIEND WHO BLOCKS HIS POWER...

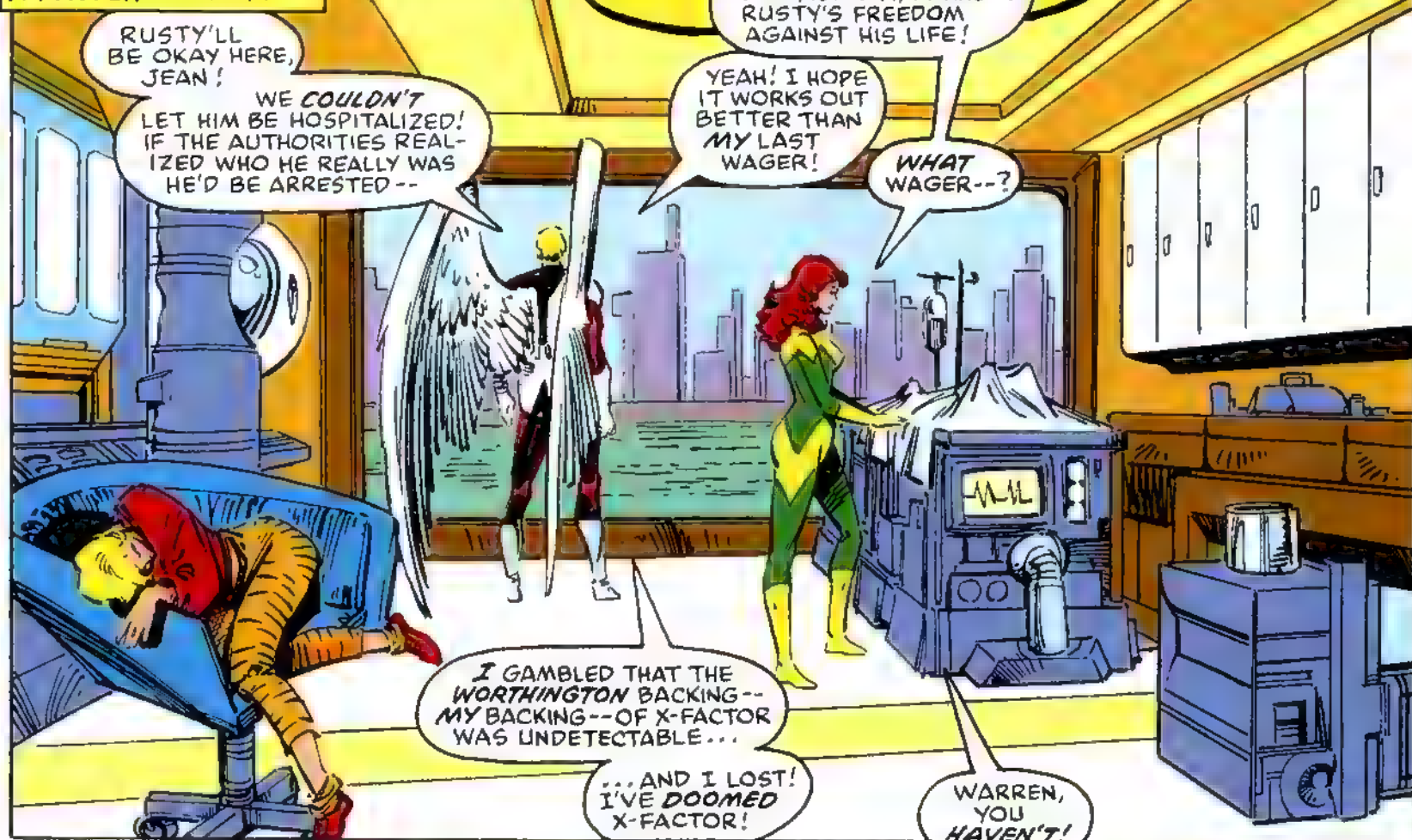
...RUNS UNTIL...

...HE KNOWS WHERE X-FACTOR IS!

THEY'RE IN THE TUNNELS! FAR AWAY, BUT HE CAN REACH THEM. HE HAS TO...

...BECAUSE IF HE DOESN'T, HIS NEW FRIENDS LEECH AND CALIBAN, WILL SURELY DIE...

MUCH LATER, IN THE X-FACTOR INFIRMARY...



RUSTY'LL BE OKAY HERE, JEAN!

WE COULDN'T LET HIM BE HOSPITALIZED! IF THE AUTHORITIES REALIZED WHO HE REALLY WAS HE'D BE ARRESTED--

IT'S A ROLL OF THE DICE, ISN'T IT, WARREN? RUSTY'S FREEDOM AGAINST HIS LIFE!

YEAH! I HOPE IT WORKS OUT BETTER THAN MY LAST WAGER!

WHAT WAGER--?

I GAMBLLED THAT THE WORTHINGTON BACKING-- MY BACKING--OF X-FACTOR WAS UNDETECTABLE...

...AND I LOST! I'VE DOOMED X-FACTOR!

WARREN, YOU HAVEN'T!

FACE FACTS, JEAN! THEY'LL WONDER WHY A KNOWN MUTANT BACKED MUTANT HUNTERS! IN NO TIME, THE FACTS WILL BE OUT AND X-FACTOR, DESTROYED!

IT'LL ALMOST BE A RELIEF...

A MILLIONAIRE PLAYBOY AIR-HEAD WHO GREW WINGS AND SOARED ABOVE HIS STATION!

SO TIRED OF THE LIES...OF PRETENDING TO BE A MUTANT HUNTER...A VILLAIN...THAT SCOTT WASN'T MARRIED...THAT YOU--WHAT A JERK I'VE BEEN!

WHAT FOOL'S PRIDE MADE ME THINK I COULD SAVE MUTANTKIND!

SKIDS WAS RIGHT, JEAN!

THE X-FACTOR IDEA...MY IDEA...STINKS!

WARREN, IT WASN'T A LIE...OR WRONG!

YOU...WE ALL...WERE CHASING AFTER A DREAM--A DREAM OF FREEDOM AND SECURITY FOR MUTANTS EVERYWHERE!

IT ISN'T YOUR FAULT--

--THAT IT TURNED INTO THIS NIGHTMARE!



JEAN... LISTEN!
I'M SORRY... ABOUT
X-FACTOR... SCOTT
... EVERYTHING...

NO, WARREN, YOU
LISTEN! BACK WHEN
SCOTT THOUGHT I WAS
DEAD, HE MARRIED
SOMEONE ELSE... AND
THOSE ARE THE
BREAKS!

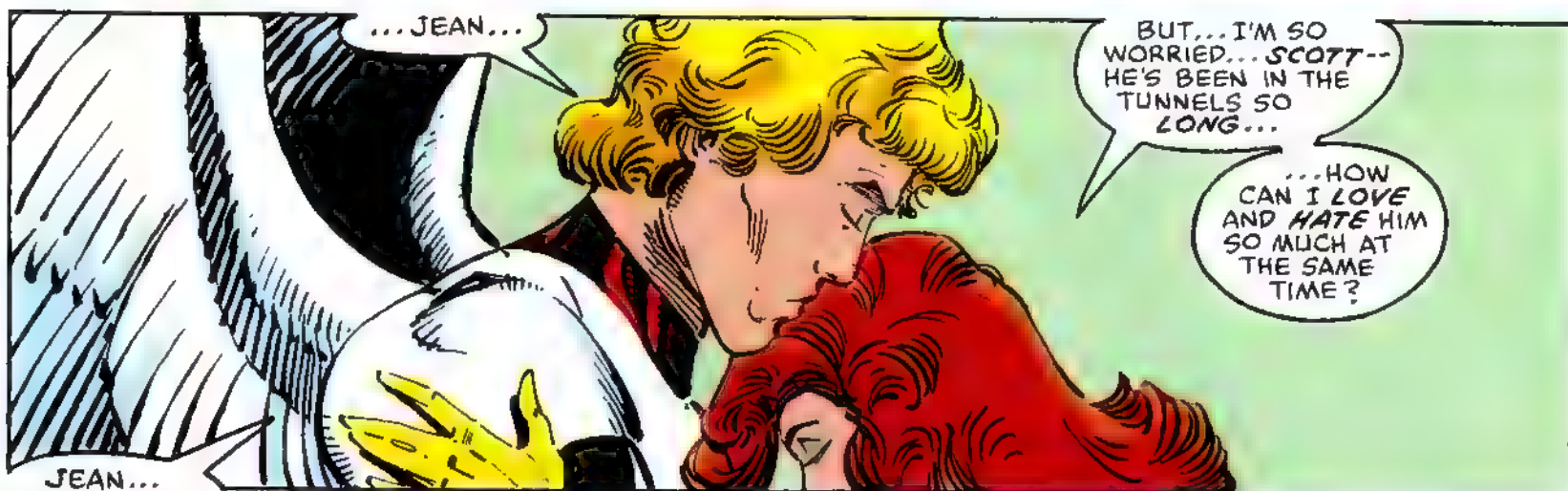
I COULD HAVE
BEEN DEAD... BY
ALL RIGHTS I SHOULD
HAVE BEEN... BUT NO
MATTER WHAT, WARREN,
I'M GLAD TO BE
ALIVE!

AND I'M GLAD FOR
X-FACTOR-- BECAUSE
WITH IT MY LIFE... AND
WHEN IT COMES, MY
DEATH... WILL MEAN
SOMETHING!



I-I UNDERSTAND SCOTT
NOT WANTING YOU TO TELL
ME HE WAS MARRIED--
SINCE HE WAS AFRAID IF
I KNEW, HE'D LOSE ME...

HE HAS
LOST ME...

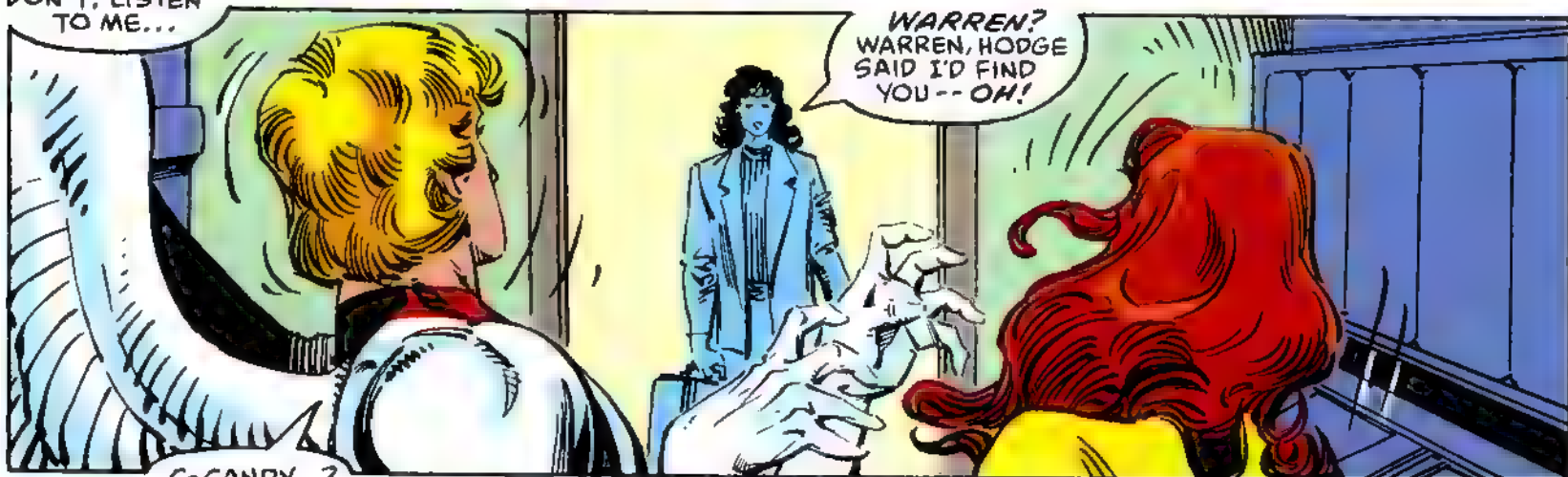


... JEAN...

BUT... I'M SO
WORRIED... SCOTT--
HE'S BEEN IN THE
TUNNELS SO
LONG...

... HOW
CAN I LOVE
AND HATE HIM
SO MUCH AT
THE SAME
TIME?

JEAN...
SWEETHEART...
DON'T! LISTEN
TO ME...



WARREN?
WARREN, HODGE
SAID I'D FIND
YOU-- OH!

C-CANDY...?

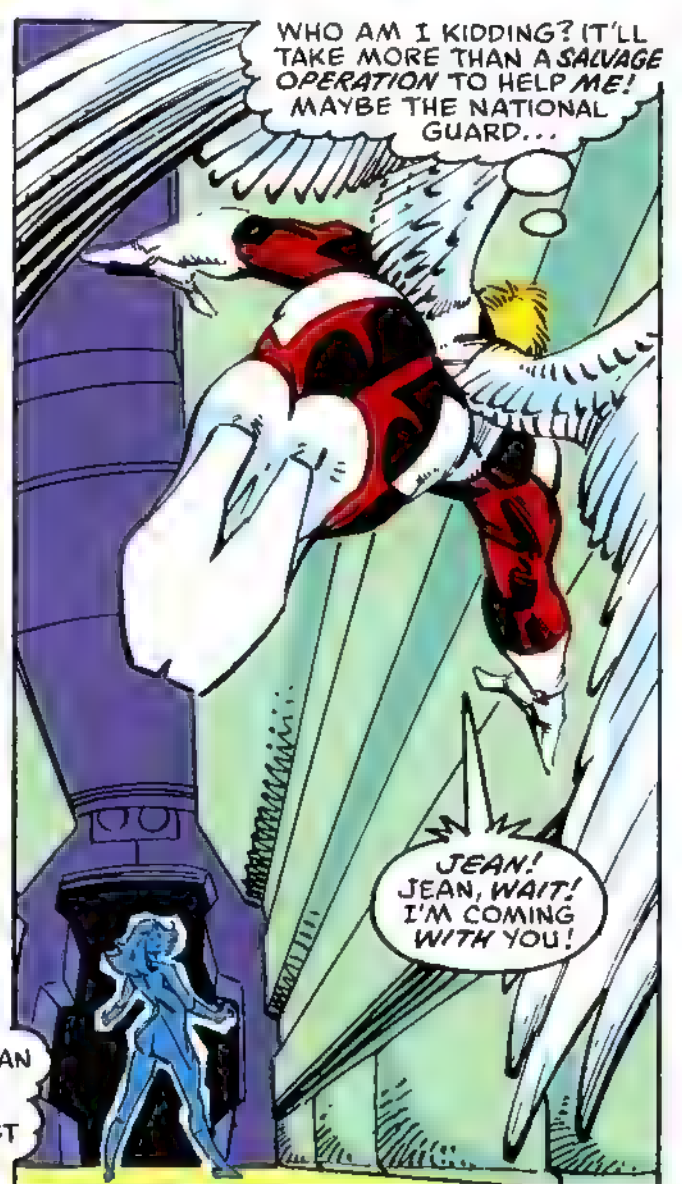
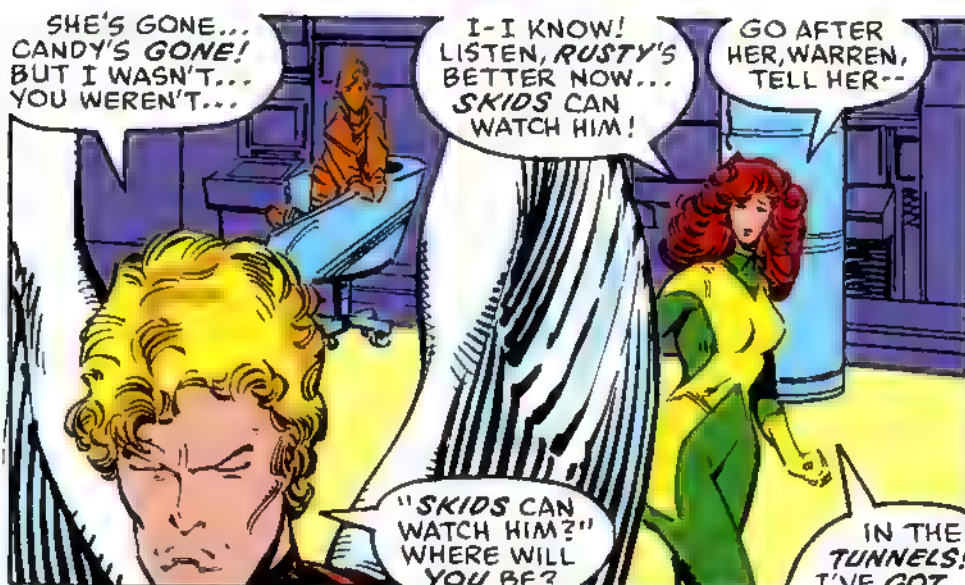
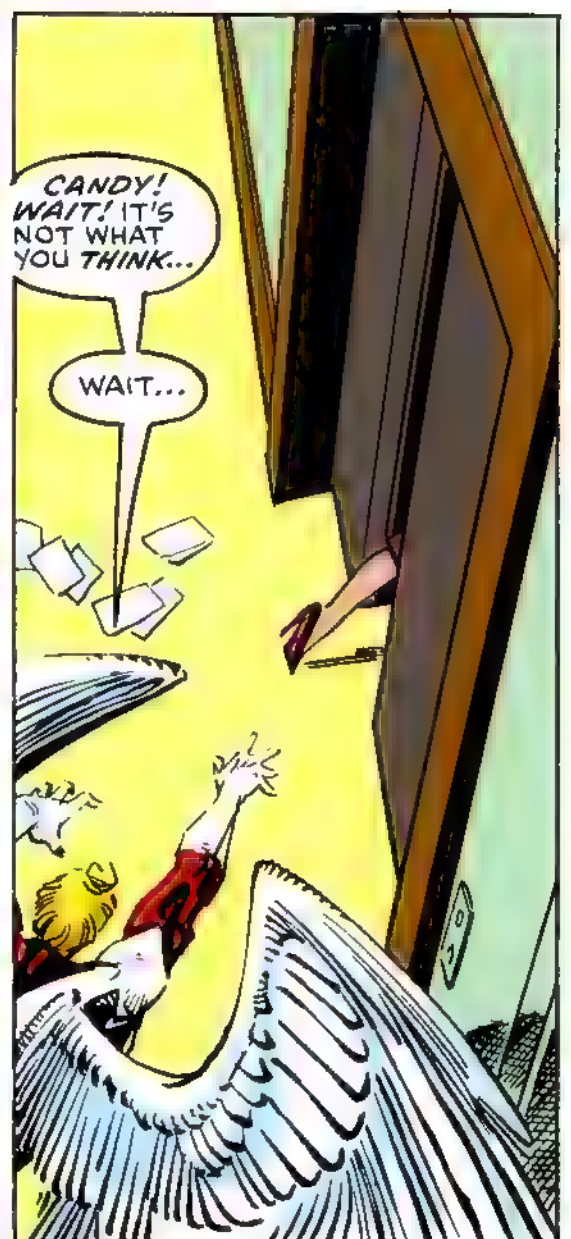
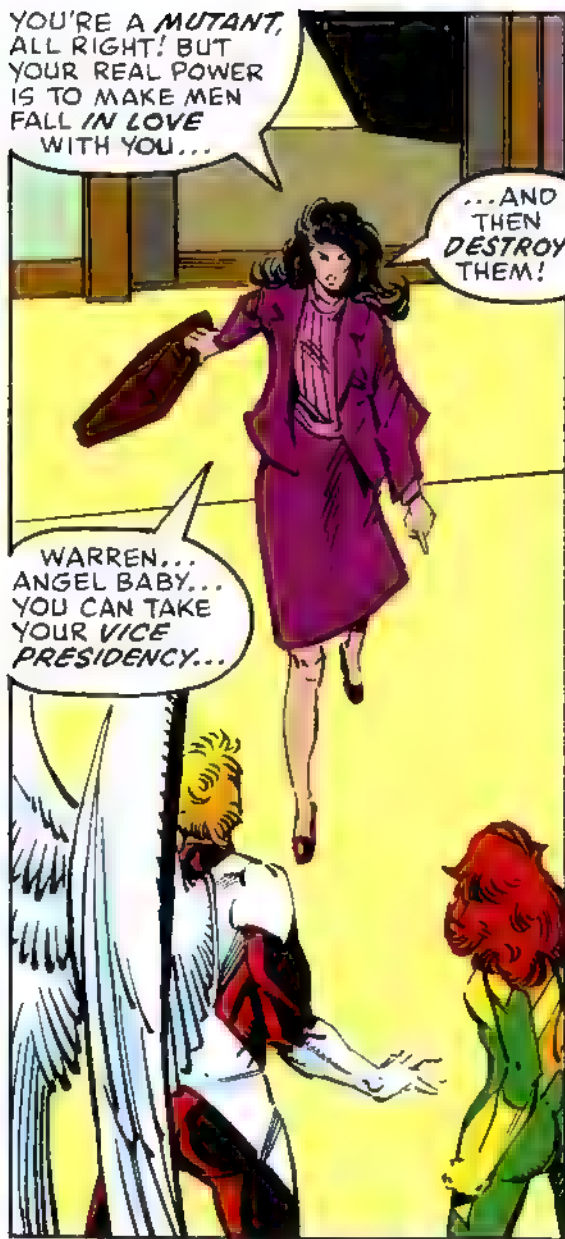


I... WAS SO...
WORRIED--

SO WORRIED
ABOUT YOU...
AND I FIND YOU
LIKE THIS!

I'VE OVER-
LOOKED YOUR
PHILANDERING
BEFORE, BUT
THIS IS THE
LIMIT!

AND YOU, JEAN GREY
... HAVEN'T YOU WRECKED
ENOUGH RELATIONSHIPS?
ENOUGH LIVES?



WHILE ALMOST A MILE BELOW...



BUTT OUT, HARPOON!
SABERTOOTH
HUNTS ALONE!

EASY TA KILL AN
OLD LADY, AIN'T
IT, SONNY, 'SPECIALLY
WI' CLAWS LIKE
YOURS?

BUT
I AIN'T
SCARED!
I'LL MATCH
YA...

...TOUCH
FOR
TOUCH!



GAK!

YER SICK, SONNY! SOON
YOU'LL BE DEAD! LIKE
TA KNOW WHO KILLED YA?

THE
NAME IS
PLAGUE!



PLEASED
TO MEET YOU,
GRANNY! I
THINK YOU'LL
FIND HAR-
POON'S REACH...

...MUCH
LONGER--



AND MY
REACH IS
LONGER
STILL!



FEAR NOT!
I WILL NOT
YET SLAY
YOU!

YOU MARAUDERS
WINNOW OUT THE
WEAK THAT THE STRONG
MAY RULE--AND THUS
YOU DO MY WILL!

BUT YOU ARE
NOT YET STRONG
ENOUGH TO FACE
THE TEST THAT I
WILL PLACE
BEFORE YOU!

CHOK!

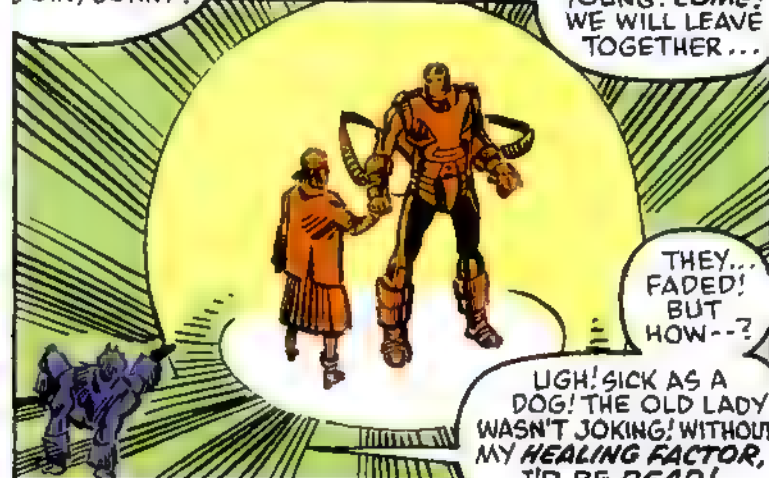


YOU, PLAGUE, ARE WORTHY,
AND WILL BE A TOOL OF THEIR
TESTING! TAKE MY HAND AND
YOU WILL BE PLAGUE
NO LONGER...

...BUT
PESTILENCE
--FIRST
HORSEMAN OF
APOCALYPSE!

YOU SURE
YOU KNOW
WHAT YOU'RE
DOIN', SONNY?

I KNOW! I
WAS ANCIENT
WHEN YOU WERE
YOUNG! COME!
WE WILL LEAVE
TOGETHER...



THEY...
FADED!
BUT
HOW--?

UGH! SICK AS A
DOG! THE OLD LADY
WASN'T JOKING! WITHOUT
MY HEALING FACTOR,
I'D BE DEAD!

AGES LATER...



WE'LL NEVER FIND THEM... SO MANY DEAD...

WE DIDN'T KNOW WHAT WE WERE LEAVING THEM TO! WHO WOULD DO THIS?



FEEL THAT?

RUMBLE!

OVER THERE!

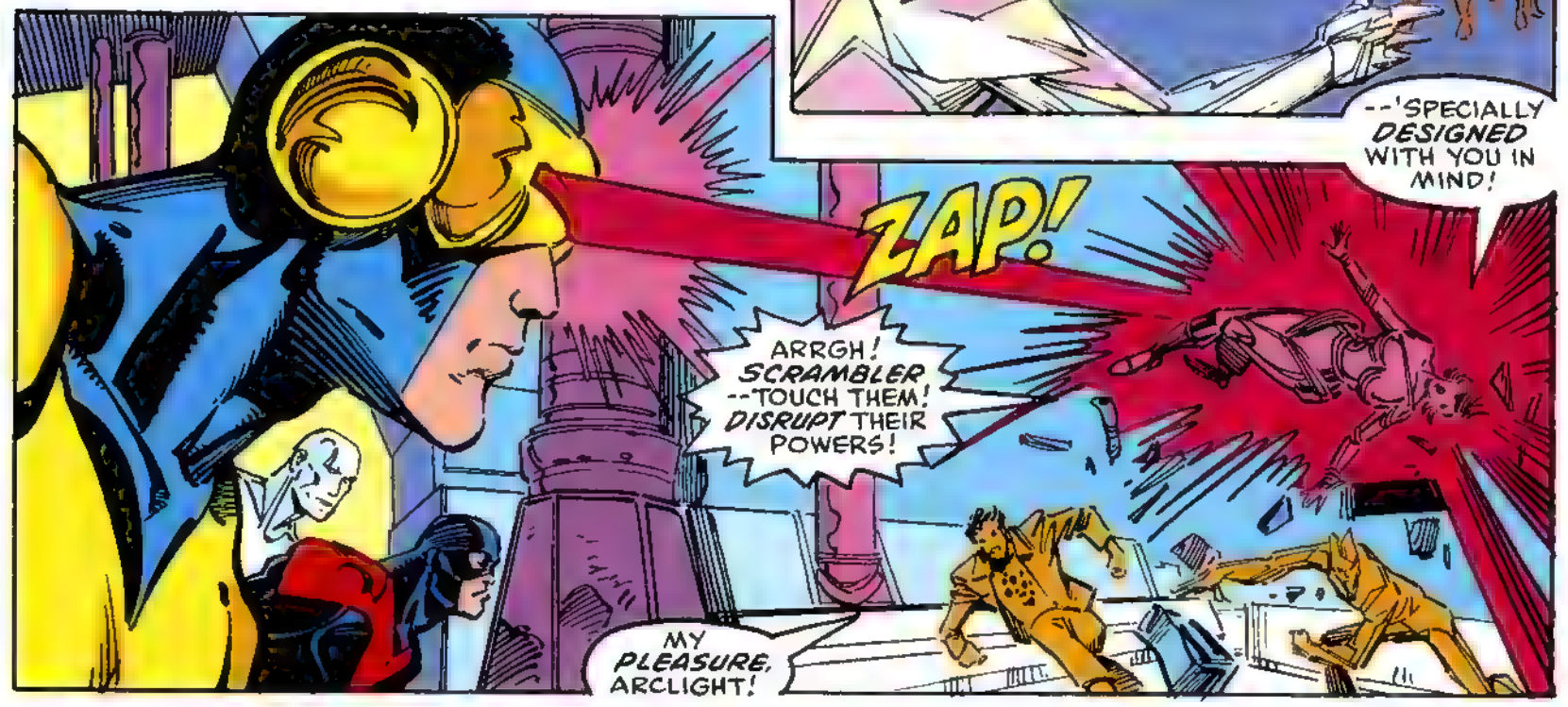


WE MEET AGAIN, MUTANTS!

AND NEARBY...

VERTIGO SAID YOU SURVIVED OUR FIRST ENCOUNTER-- SO I'VE ORGANIZED A SEARCH AND DESTROY MISSION--

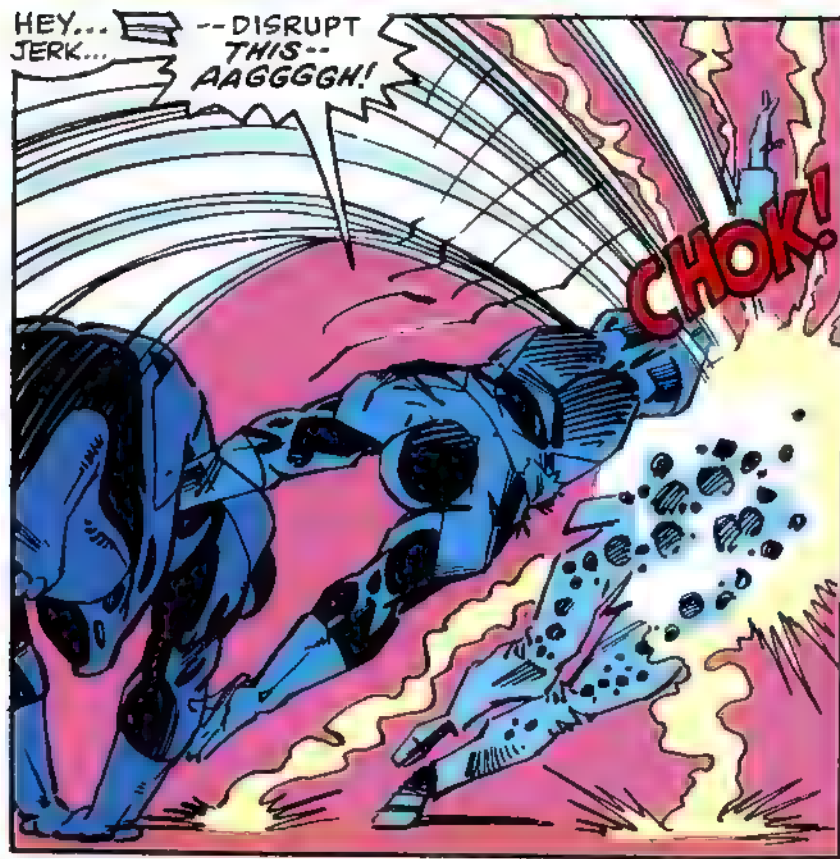
KRA-WHRAM!



ZAP!

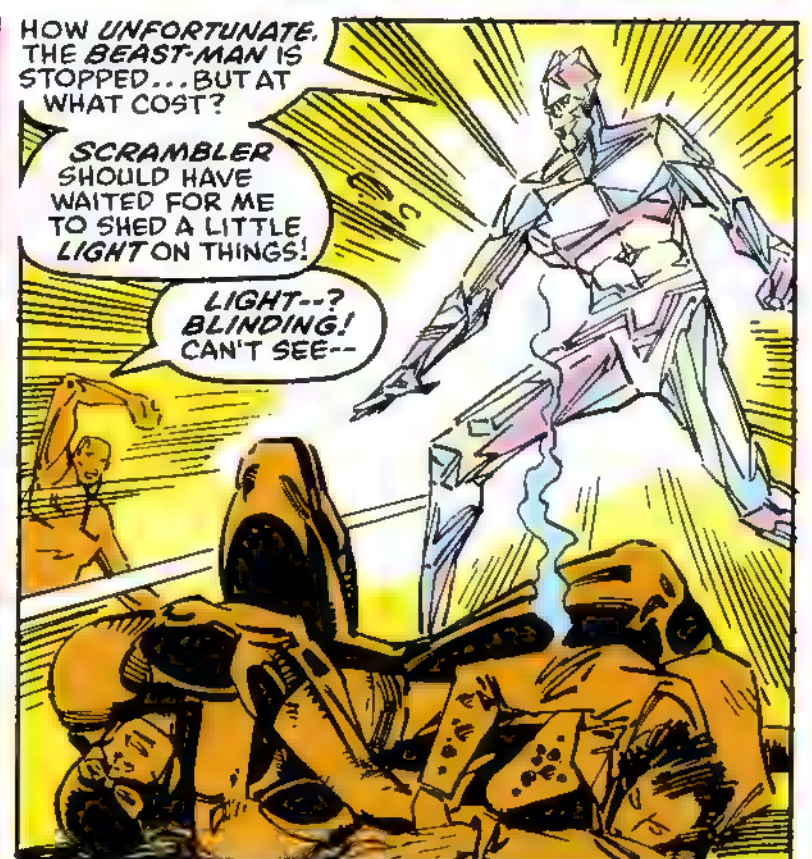
ARRGH! SCRAMBLER--TOUCH THEM! DISRUPT THEIR POWERS!

MY PLEASURE, ARCLIGHT!



HEY... JERK... --DISRUPT THIS-- AAGGGGH!

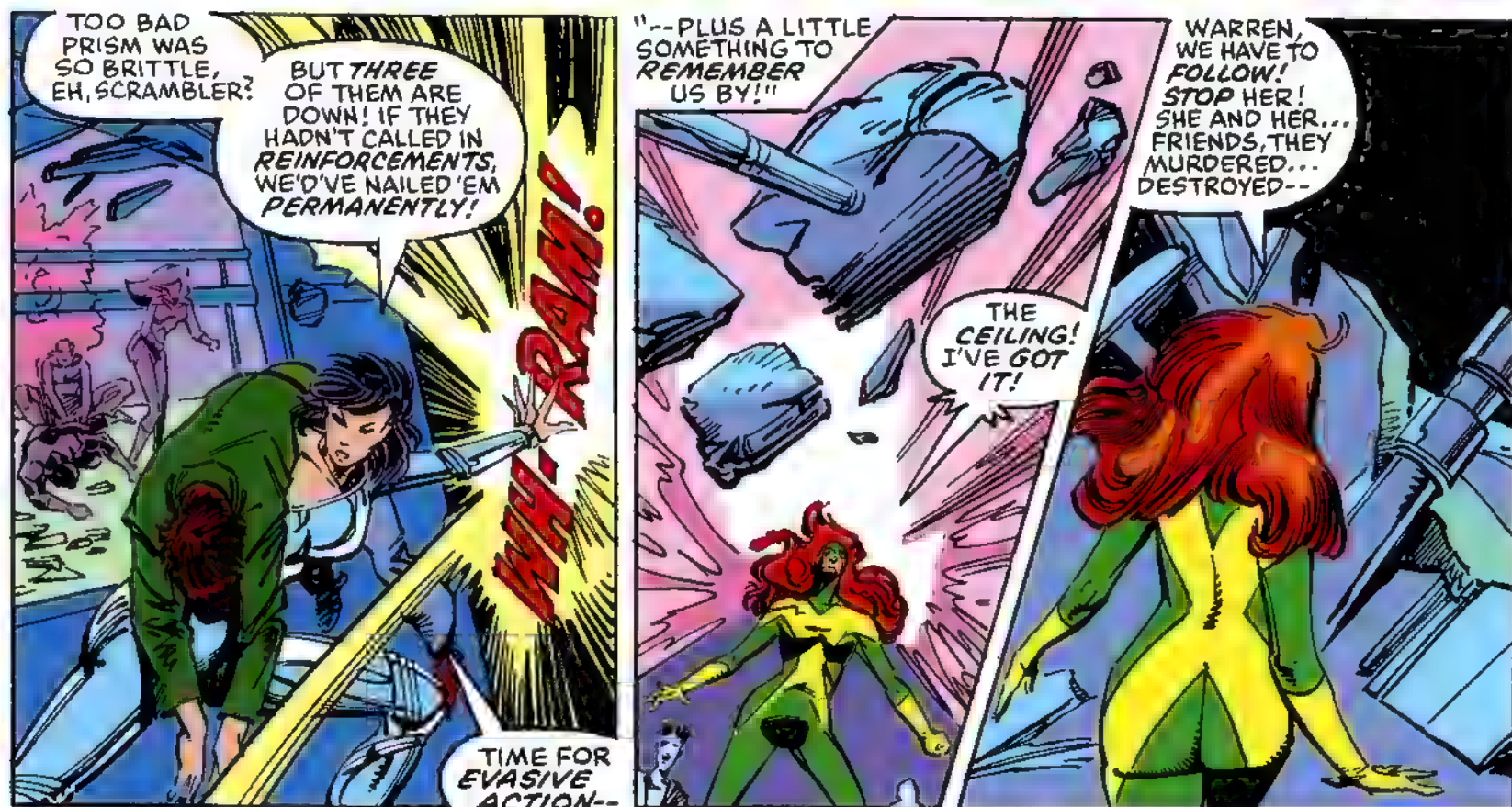
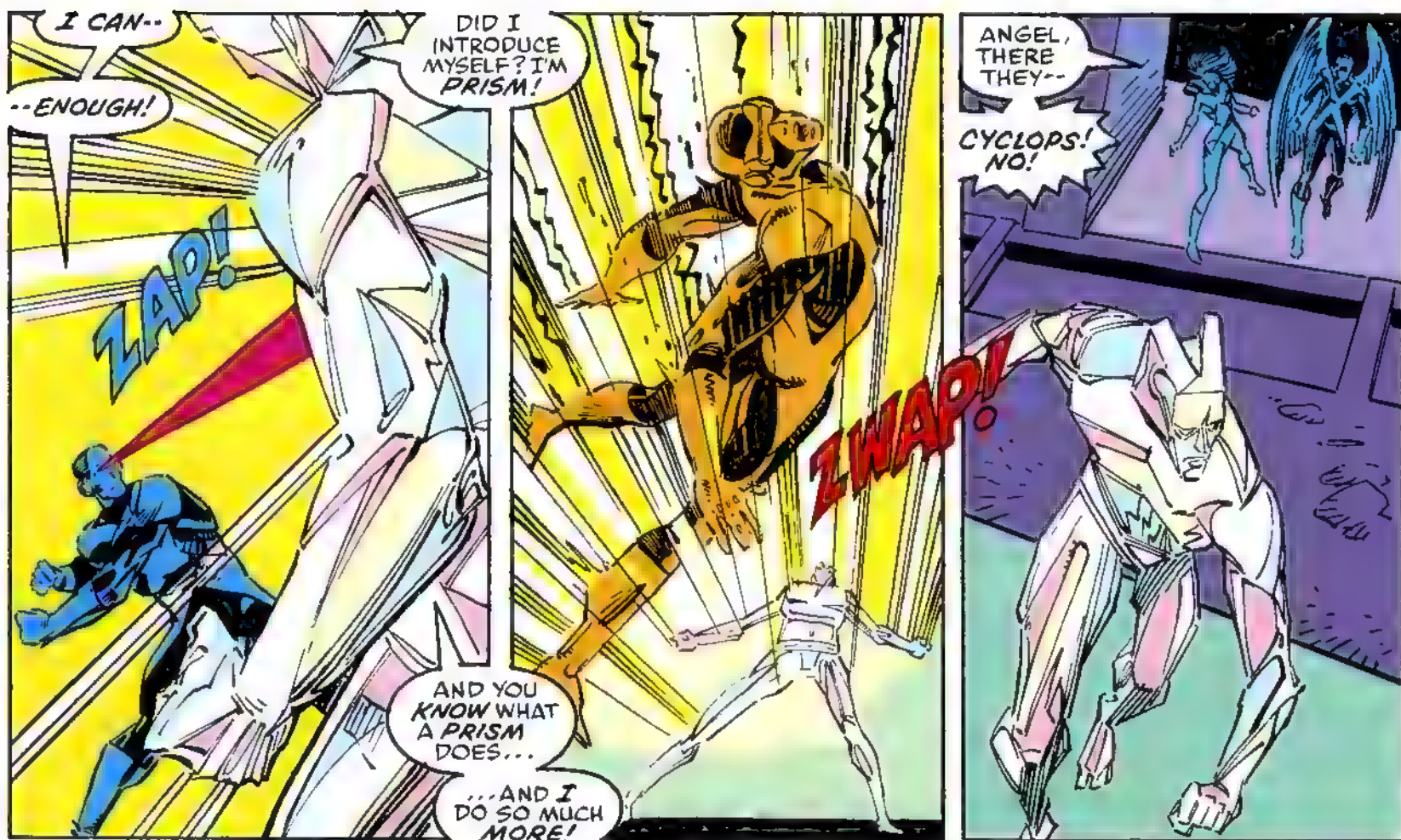
CHOK!

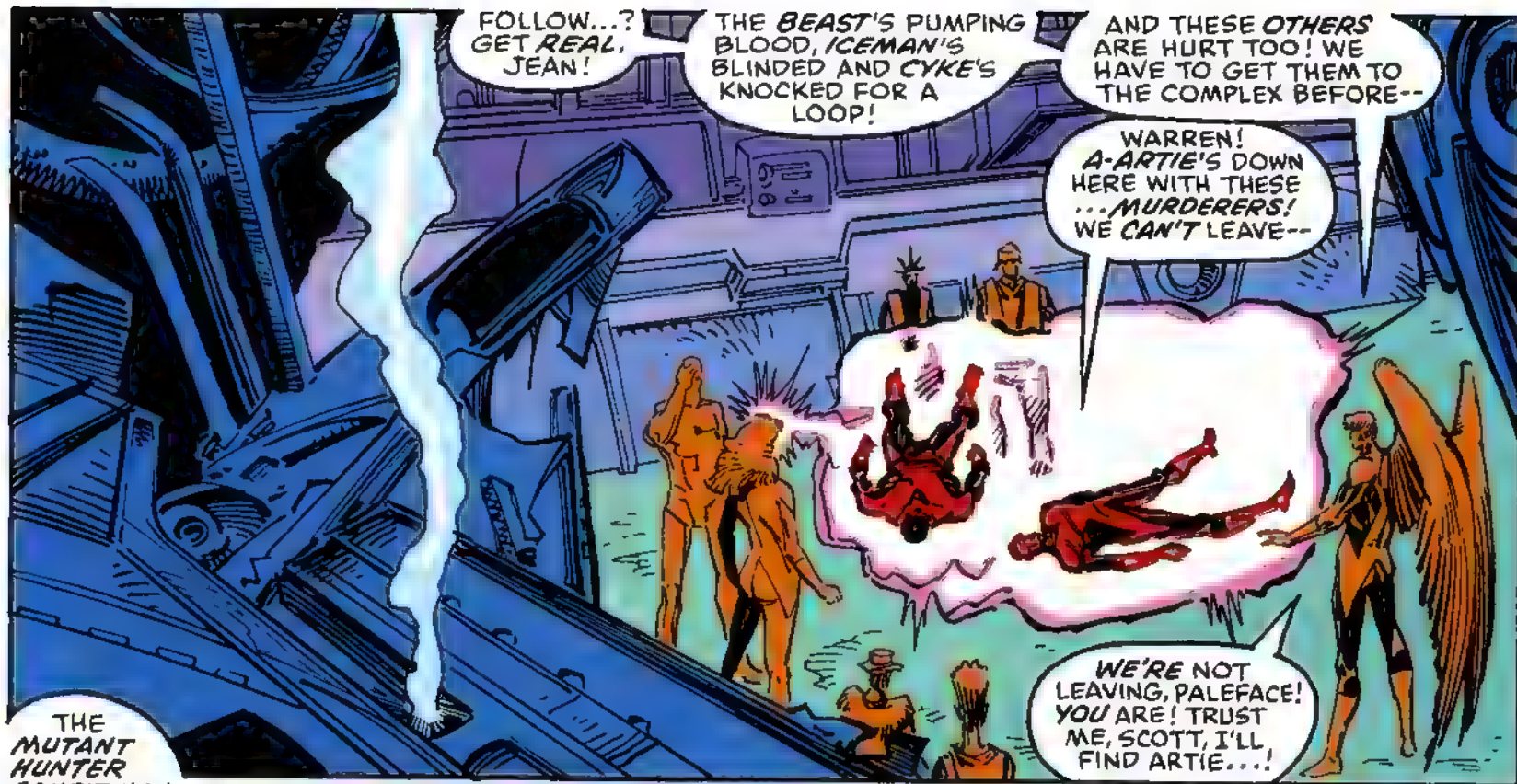


HOW UNFORTUNATE. THE BEAST-MAN IS STOPPED... BUT AT WHAT COST?

SCRAMBLER SHOULD HAVE WAITED FOR ME TO SHED A LITTLE LIGHT ON THINGS!

LIGHT--? BLINDING! CAN'T SEE--





FOLLOW...?
GET REAL,
JEAN!

THE *BEAST*'S PUMPING
BLOOD, *ICEMAN*'S
BLINDED AND *CYKE*'S
KNOCKED FOR A
LOOP!

AND THESE *OTHERS*
ARE HURT TOO! WE
HAVE TO GET THEM TO
THE COMPLEX BEFORE--

WARREN!
A-*ARTIE*'S DOWN
HERE WITH THESE
...*MURDERERS*!
WE CAN'T LEAVE--

WE'RE NOT
LEAVING, *PALEFACE*!
YOU ARE! TRUST
ME, *SCOTT*, I'LL
FIND *ARTIE*...

THE
MUTANT
HUNTER
GAMBIT MAY
STINK, ORDI-
NARILY, BUT
ARTIE'S ONE
LITTLE MUTIE
WHO WON'T
GET
AWAY!



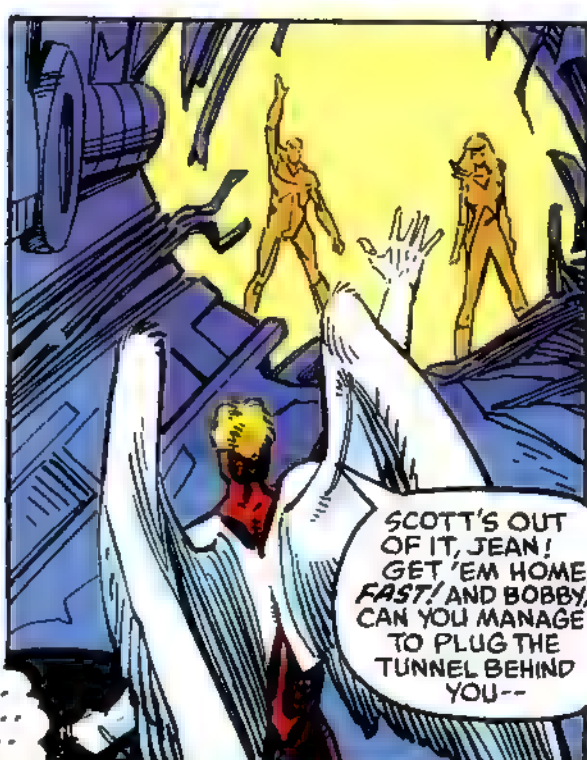
WARREN--
I...

I WAS JEALOUS...
RESENTED HIS...
FRIENDSHIP WITH
JEAN...

AND NOW HE SAVES ME...
RISKS HIS LIFE FOR *ARTIE*...
...TO REDEEM MY FAULT!

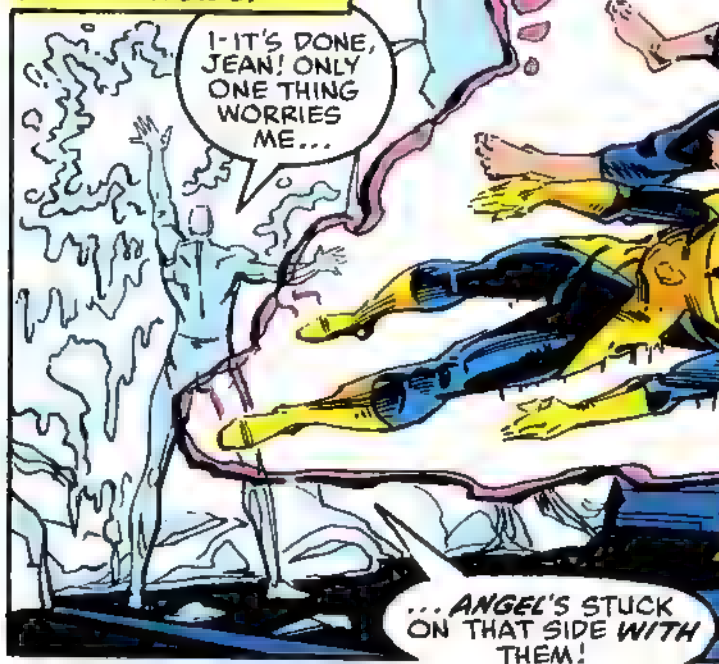


IF HE SURVIVES...
IF *JEAN* WANTS HIM...
I SWEAR... I WON'T...
STAND IN THEIR WAY...



SCOTT'S OUT
OF IT, *JEAN*!
GET 'EM HOME,
FAST! AND *BOBBY*,
CAN YOU MANAGE
TO PLUG THE
TUNNEL BEHIND
YOU--

"--IT JUST MIGHT KEEP
THE *MARAUDERS* ON
THE OTHER SIDE!



I--IT'S DONE,
JEAN! ONLY
ONE THING
WORRIES
ME...

...*ANGEL*'S STUCK
ON THAT SIDE WITH
THEM!

THE NARROW TUNNELS ARE FILLED WITH DANGER AND DEATH, BUT ANGEL HAS BEEN LUCKY, SO FAR...

ARTIE!

ARTIE--
WHERE
ARE...

ARTIE!

YOU'RE OKAY!
YOU'RE ALIVE!
THANK HEAVEN!

SCORE ONE
FOR THE
MUTANT
HUNTERS!

WHAT IS IT, PAL?
YOU WANT TO GO
BACK? BUT THAT'S--

-- DEATH!
CERTAIN
DEATH!

WHAT?!

WE'RE IN A TIGHT
SPOT, PAL! IT'S TOO
NARROW, I CAN'T
FLY US OUT! SO I
NEED YOUR HELP,
ARTIE--

-- I NEED YOU TO RUN
DOWN THE TUNNEL, BACK
TO THE COMPLEX...
CARRY A MESSAGE FOR
ME... TO JEAN!

TELL HER
THAT... WHAT
I DID... SHE'S
RIGHT... IT'S WHAT
WE'RE HERE FOR!
SHE'LL UNDER-
STAND...

...AND,
ARTIE, NO
MATTER WHAT
YOU HEAR,
DON'T STOP,
DON'T LOOK
BACK! NOW
...GO!

WE CAN'T
GET PAST
YOU, BUT
WE CAN GO
THROUGH
YOU!

THE FACE IS
STRANGE BUT
WE RECOG-
NIZE THE
COSTUME!
YOUR KIND IS
TROUBLE...
YOU CUT OUR
EFFICIENCY...

AND YOU'LL
PAY FOR
IT! KILL
THE KID
FIRST!

LOVELY DAY FOR
A FUNERAL, ISN'T
IT, FLY BOY?

WHAT IS IT,
ANGEL FACE?
FEEL A LITTLE
DIZZY?

I KNOW YOU,
VERTIGO! I'VE
FACED YOU
BEFORE! * AND
I KNOW YOUR
WEAKNESS--

*IN MARVEL FAN-
FARE #1-4, BOB.

YOU'RE
GONNA DIE
SLOW!

SLOW
AND--

--PAINFUL!

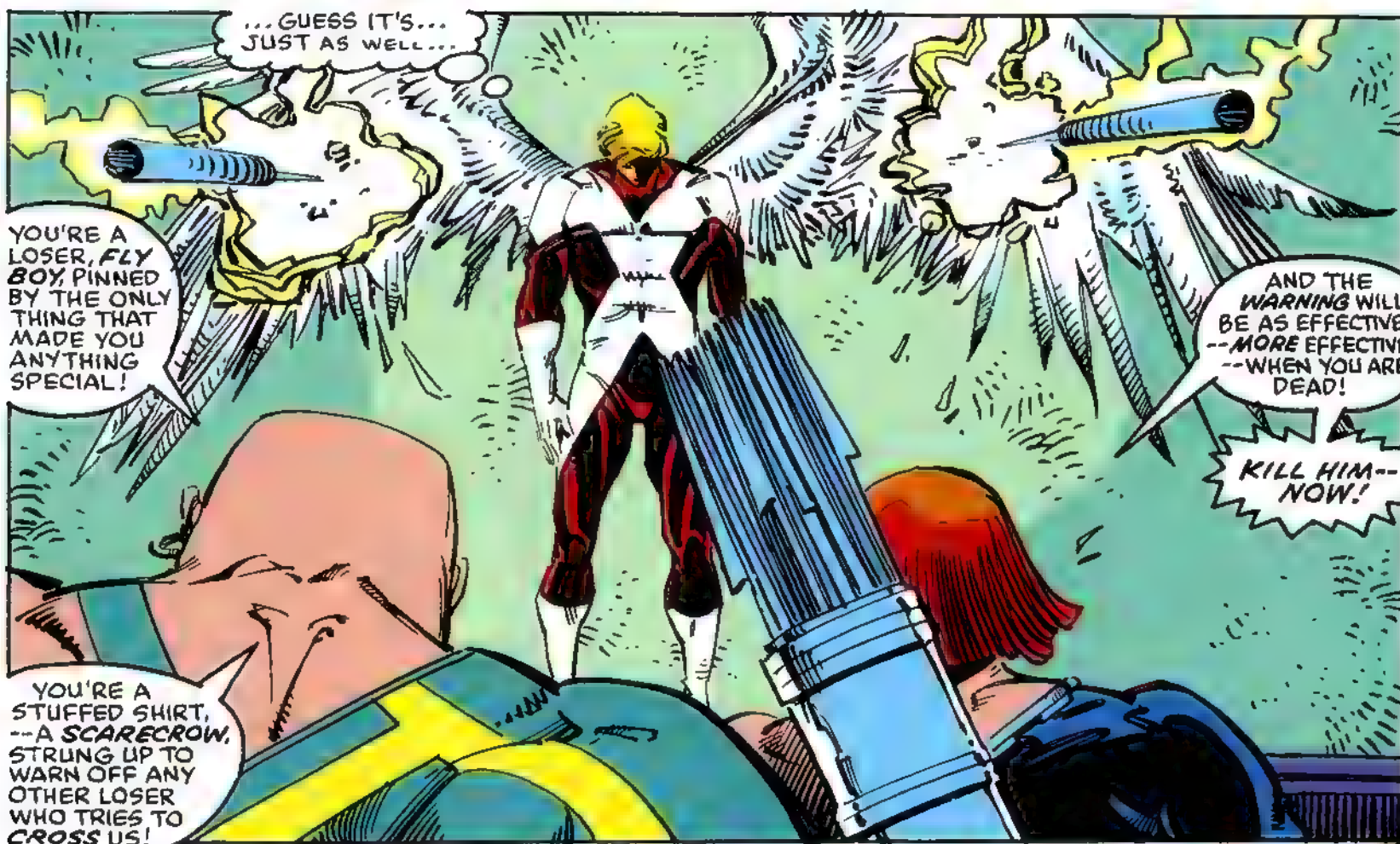
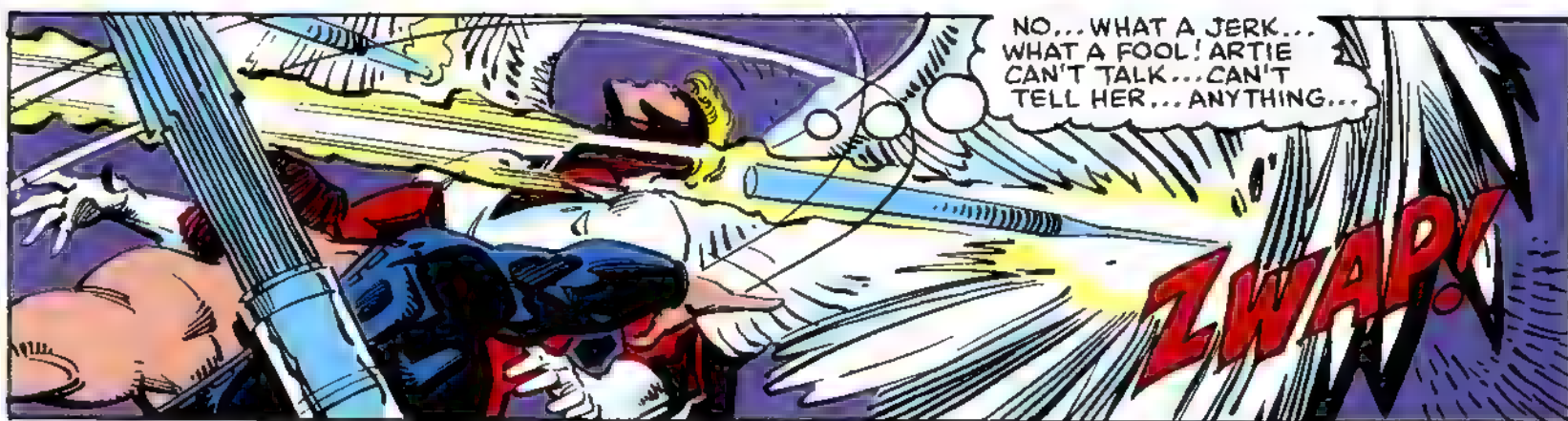
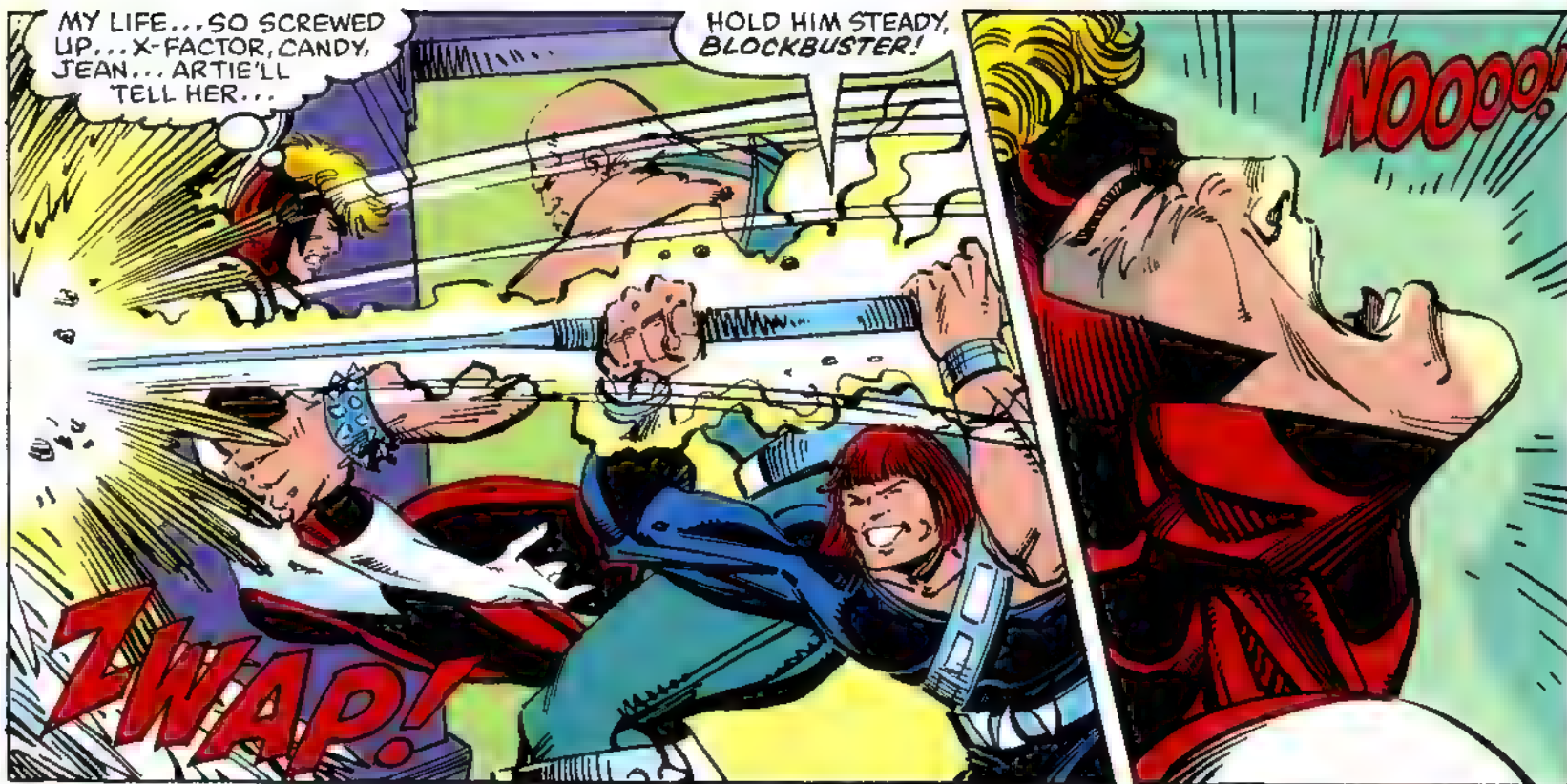
GOTTA HOLD
OUT... GO ON--
SCREAM, ANGEL,
SCREAM!

KEEP 'EM HAPPY...
DISTRACTED... LONG
ENOUGH... FOR
ARTIE TO GET
AWAY!

THOK!

YOU'LL HAVE TO
DO BETTER THAN
THAT IF YOU WANNA--

WE PLAN TO,
FLY BOY!



FOR MORE OF THE STORY THAT'S TOO BIG FOR ANY ONE SERIES TO TELL--READ POWER PACK#27, THOR#373, X-MEN#212... AND DON'T MISS X-FACTOR#11 FOR

TRUTH or CONSEQUENCES!

THINGS CAN ONLY GET WORSE...

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APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE NEW MUTANTS

CLEAR OUT,
KIDS--

--THIS IS A
JOB FOR THE
X-MEN!



STAN LEE
PRESENTS:

BLOODY SUNDAY

STARRING THE
NEW MUTANTS

PROFESSOR XAVIER'S
SCHOOL FOR GIFTED
YOUNGSTERS--

--HOME OF THE
UNCANNY X-MEN
AND THE NEW
MUTANTS.

THE X-MEN ARE IN NEW
YORK, FORTY MILES TO
THE SOUTH, ANSWERING
A FRANTIC CALL FOR
HELP FROM THE
MORLOCKS-- MUTANTS
(AS ARE XAVIER'S
STUDENTS) WHO'VE
CHOSEN TO SHUN MAIN-
STREAM SOCIETY AND
ESTABLISH ONE OF THEIR
OWN, IN A LABYRINTHINE
TUNNEL NETWORK
BENEATH THE CITY.

AS USUAL, THE SCHOOL'S
NOVICE TEAM HAS BEEN
LEFT BEHIND. AWAY
FROM THE ACTION,
OUT OF DANGER.

BUT-- AS
THEY'RE ABOUT
TO DISCOVER--
NOWHERE ON
EARTH MAY BE
SAFE HAVEN
FOR MUTANTS
ANYMORE.

CREATED BY
CHRIS CLAREMONT & BOB McLEOD

CHRIS CLAREMONT
WRITER

JACKSON GUICE
PENCILER

KYLE BAKER
INKER

GLYNIS OLIVER, COLORIST
TOM ORZECOWSKI, LETTERER

ANN NOCENTI
EDITOR

JIM SHOOTER
EDITOR IN CHIEF



MADONNA-- WHAT WAS THAT?!

IT CAME FROM THE X-MEN'S WING!

ONLY ONE CRITTER MAKES THAT KIND'A NOISE--

--KITTY PRYDE'S PET DRAGON, LOCKHEED!

SOUNDS PRETTY UPSET, TOO.

C'MON, TEAM-- WE'D BETTER CHECK THINGS OUT.



LED BY CO-LEADERS CANNONBALL AND MIRAGE, THE TEENAGERS RACE ACROSS THE MANSION'S CENTRAL WING, TO DISCOVER...

MAGIK! CYPHER!! WARLOCK!!!

WHAT HAPPENED HERE?!

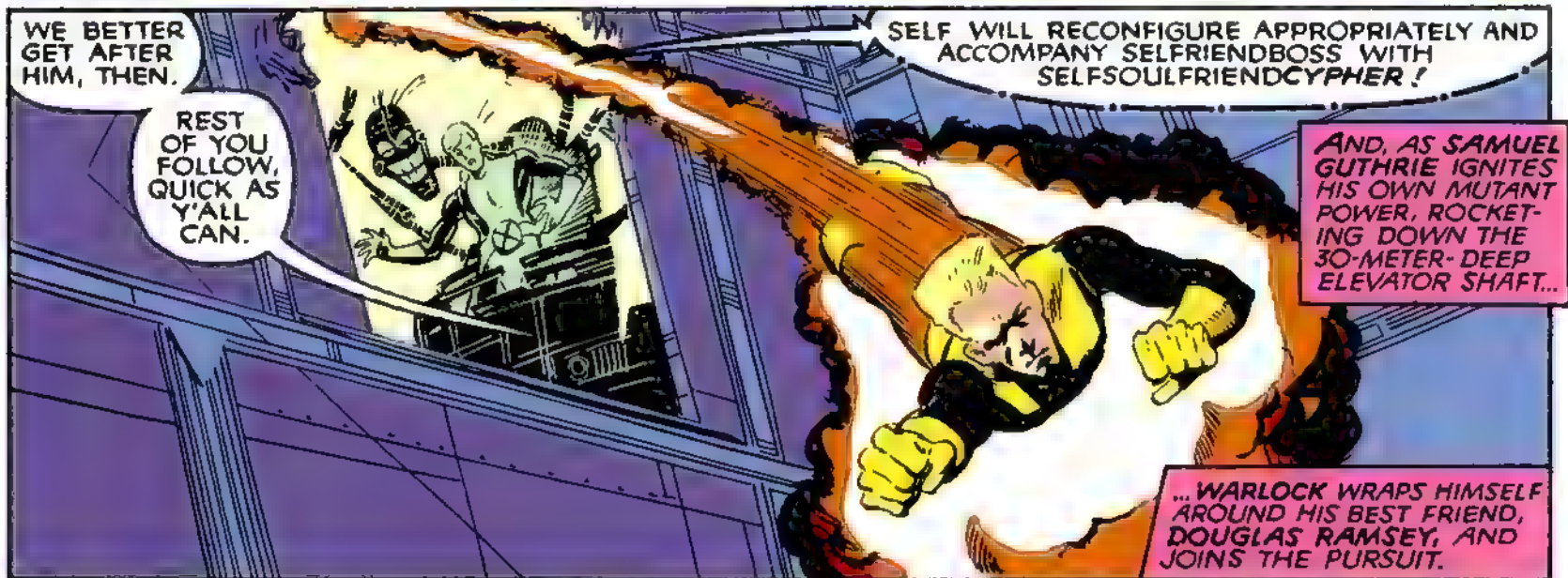


SEE FOR YOURSELF, CANNONBALL.

VERY PERCEPTIVE.

HE'S HEAD-ING FOR OUR UNDER-GROUND TRAINING COMPLEX.

LOCK-HEED DO THIS?



WE BETTER GET AFTER HIM, THEN.

REST OF YOU FOLLOW, QUICK AS Y'ALL CAN.

SELF WILL RECONFIGURE APPROPRIATELY AND ACCOMPANY SELFRIENDBOSS WITH SELFSOULFRIENDCYPHER!

AND, AS SAMUEL GUTHRIE IGNITES HIS OWN MUTANT POWER, ROCKET-ING DOWN THE 30-METER-DEEP ELEVATOR SHAFT...

...WARLOCK WRAPS HIMSELF AROUND HIS BEST FRIEND, DOUGLAS RAMSEY, AND JOINS THE PURSUIT.

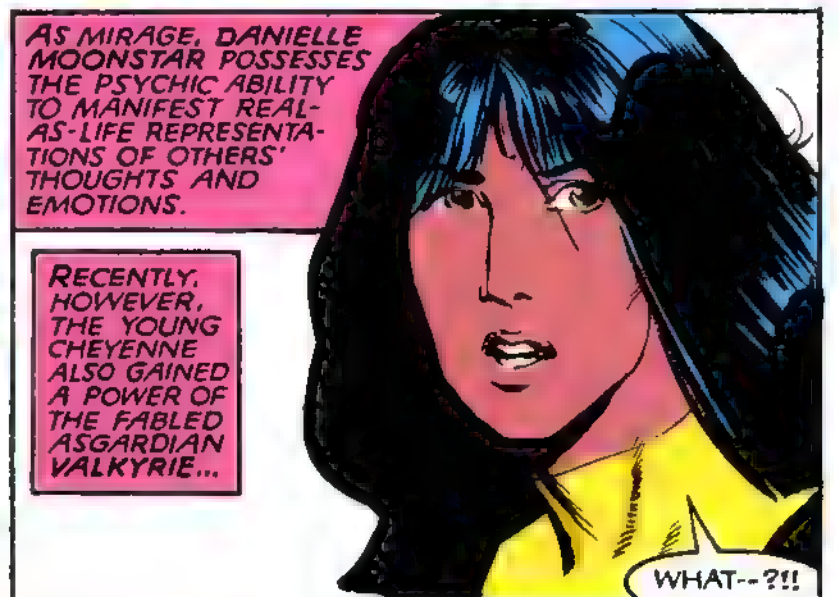


MEANWHILE...

I'LL CHECK ON BRIGHTWIND, IN THE STABLE...

... AND THEN USE THE HANGAR ENTRANCE TO THE COMPLEX.

MAYBE I CAN HEAD LOCK-HEED OFF.



AS MIRAGE, DANIELLE MOONSTAR POSSESSES THE PSYCHIC ABILITY TO MANIFEST REAL-AS-LIFE REPRESENTATIONS OF OTHERS' THOUGHTS AND EMOTIONS.

RECENTLY, HOWEVER, THE YOUNG CHEYENNE ALSO GAINED A POWER OF THE FABLED ASGARDIAN VALKYRIE...

WHAT--?!!

...TO SEE THE
SHAPE OF
DEATH
OVER THOSE
WHO ARE
SOON ABOUT
TO DIE.

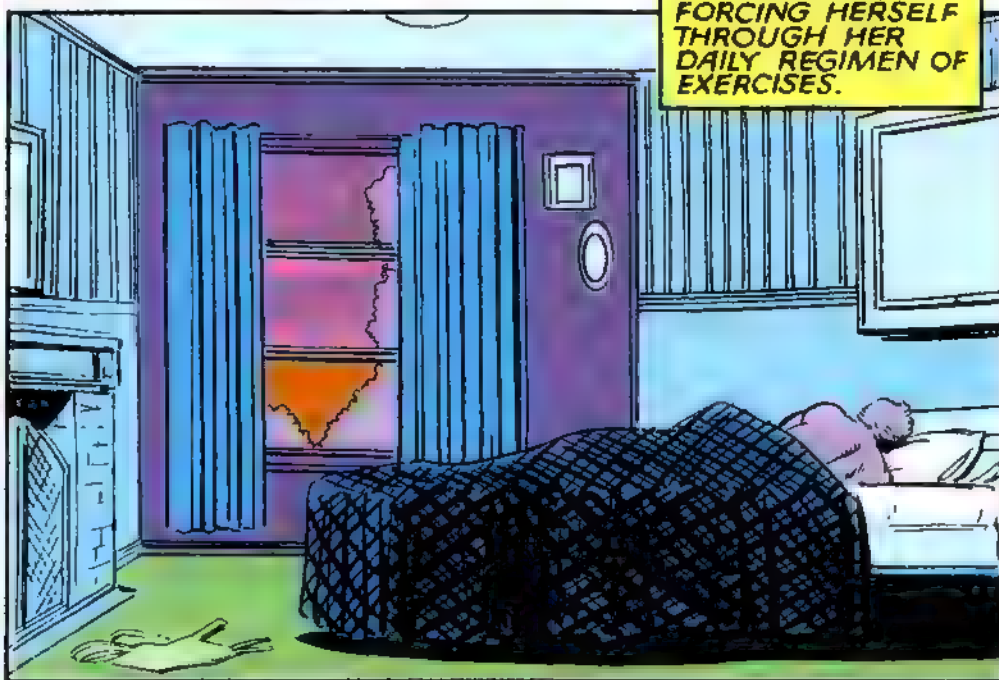




THREE THOUSAND MILES EASTWARD AND TO THE NORTH-- OFF THE COAST OF SCOTLAND-- LIES MUIR ISLE...

... HOME OF MOIRA MacTAggart's MUTANT RESEARCH CENTER (A SECRET ADJUNCT TO XAVIER'S SCHOOL.)

THE MIDDLE OF THE NIGHT IN NEW YORK IS BARELY DAWN HERE.



MOIRA'S BEEN UP THE BETTER PART OF AN HOUR, FORCING HERSELF THROUGH HER DAILY REGIMEN OF EXERCISES.



IT KEEPS HER FIT...

... BUT SOME MORNINGS, THE GAIN HARDLY SEEMS WORTH THE PAIN.



STITCH IN MY SIDE.

PUSHED TOO HARD, THAT LAST SET OF REPS ON THE NAUTILUS--



--PULLED A MUSCLE-- eh?!!

A FLASH OF LIGHT--!

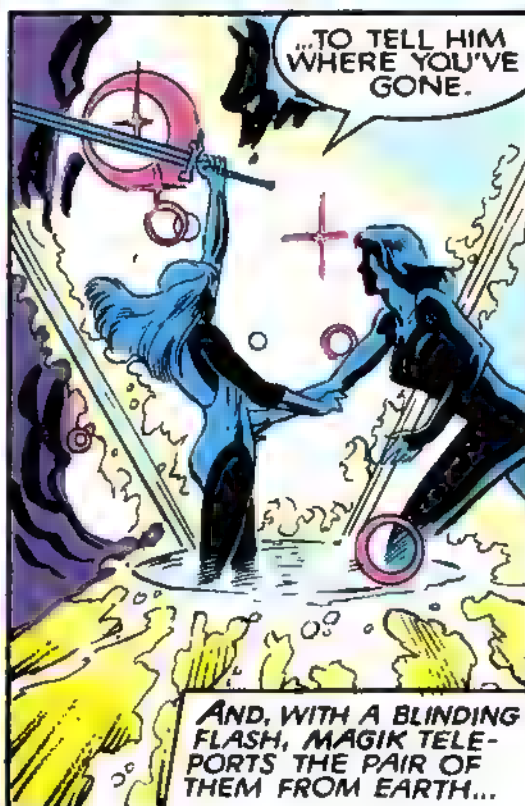
SEAN-- THAT YOU, LUV?



BANSHEE'S STILL ASLEEP, Dr. MacTAggart.

BUT I LEFT HIM A NOTE...

ILLYANA RASPUTIN-- WHAT THE DEVIL--?!



...TO TELL HIM WHERE YOU'VE GONE.

AND, WITH A BLINDING FLASH, MAGIK TELEPORTS THE PAIR OF THEM FROM EARTH...

...TO
LIMBO--

--THE ARCAINE REALM
WHERE HER DEMON
SORCERY RULES SUPREME.

THE TELEPORTATION POW-
ER IS HERS NATURALLY--
ENABLING HER TO TRAVEL
EFFORTLESSLY (THOUGH SOME-
TIMES UNCONTROLLABLY)
THROUGH TIME AND
SPACE-- IT'S WHAT
MAKES HER A MUTANT.

THE MAGIC SHE
LEARNED AS UNWILLING
APPRENTICE TO LIMBO'S
FORMER RULER, BEFORE
SHE OVERTHREW HIM
AND TOOK HIS PLACE.

EXPLAIN
YOURSELF,
GIRL!

WHY HAVE
YOU BROUGHT
ME TO THIS...
AWFUL
PLACE?!

BLAST AND SPIT, WE'RE STUCK! I
MUST HAVE SHIFTED BACK IN TIME AS
WELL AS SPACE, I CAN'T RETURN TO
THE MANSION UNTIL I'VE LEFT IT!

MY SCRYING POOL
WILL SHOW US...

?

...WHAT'S HAPPENING "RIGHT NOW"
AT THE MANSION. SEEING FOR
YOURSELF IS BETTER THAN MY
TELLING YOU.

DO I
FRIGHTEN YOU, DOCTOR?
I DON'T MEAN TO.

BUT I
CAN'T
HELP
IT.

I AM WHAT BELASCO--
CURSE HIM-- MADE ME.

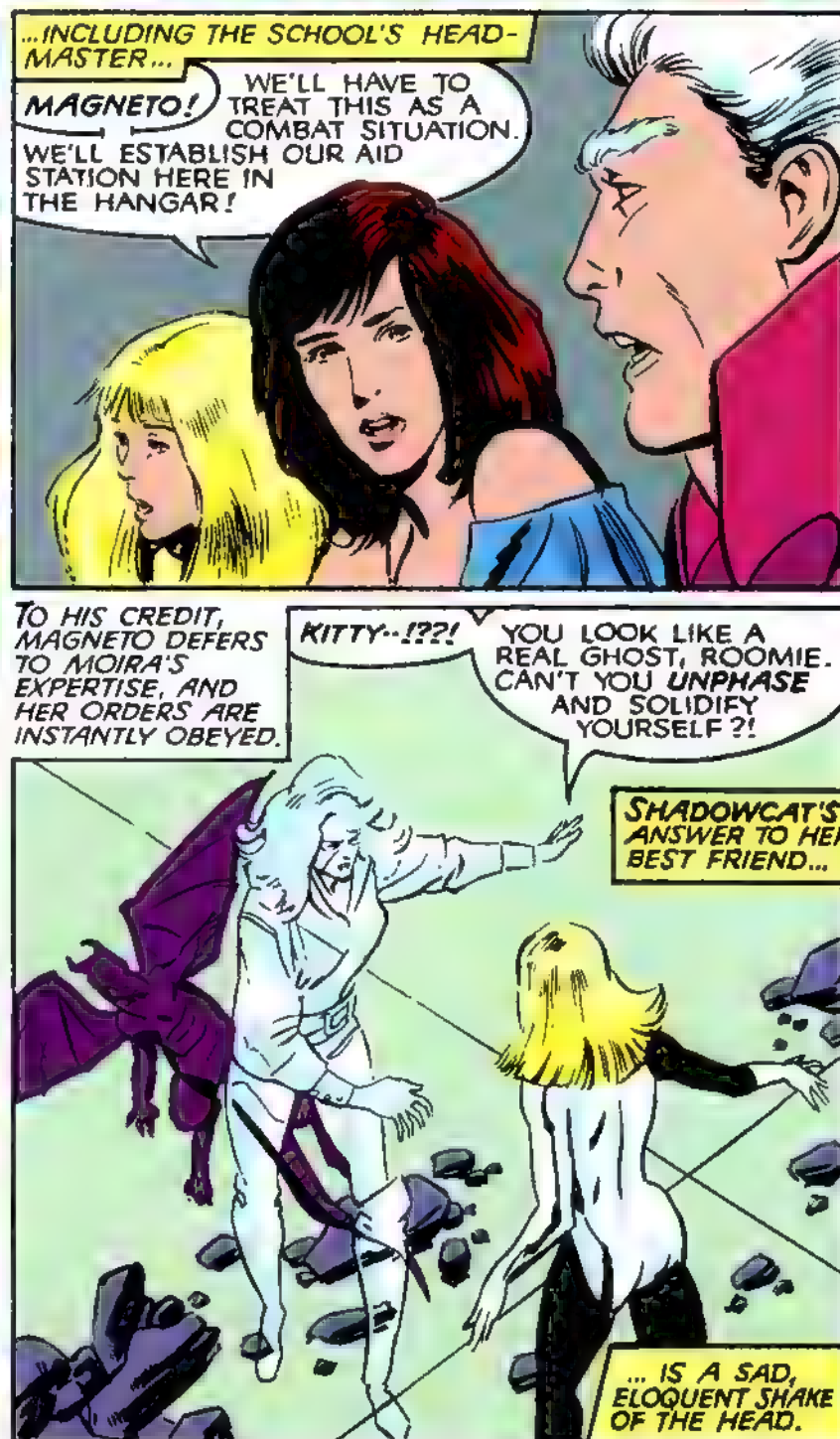
AND THAT
ISN'T VERY
NICE.

I'M SORRY I
SNATCHED YOU
OUT OF YOUR
SHOWER.

I'LL
CONJURE
SOME
CLOTHES.

I KNOW THEY'RE NOT
YOUR STYLE, BUT IT'S
THE BEST I CAN DO.





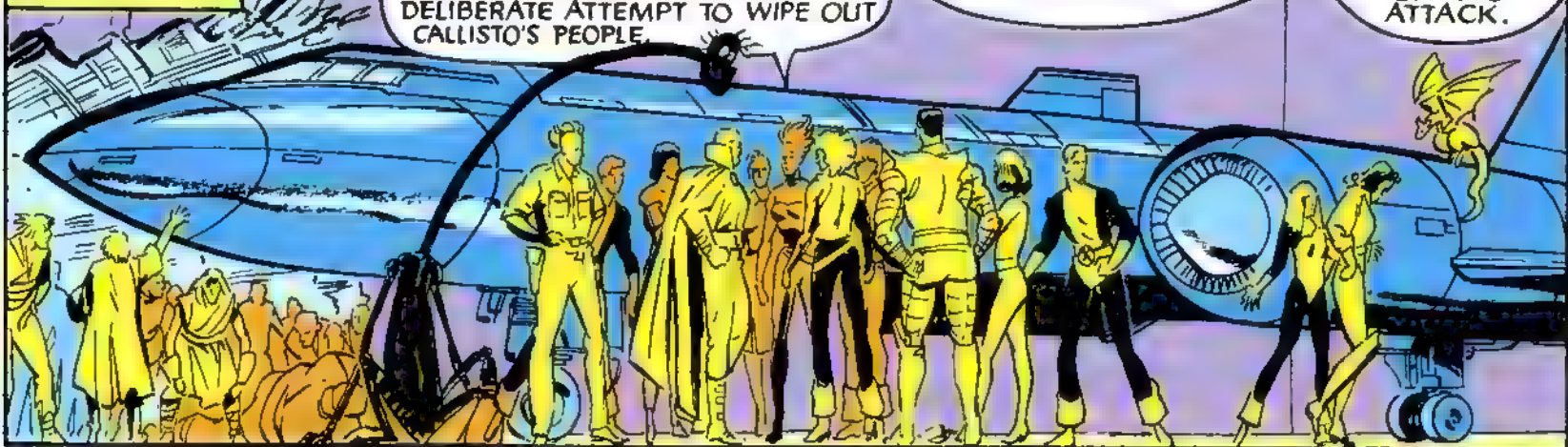
STORM, LEADER OF THE SENIOR TEAM, RELATES WHAT HAPPENED TO THEM...

A MASSACRE.

A BAND OF SUPER-POWERED ASSASSINS-- CALLING THEMSELVES MARAUDERS-- INVADDED THE MORLOCK TUNNELS, KILLING EVERYONE THEY MET. IT WAS NOTHING LESS THAN A PLANNED, DELIBERATE ATTEMPT TO WIPE OUT CALLISTO'S PEOPLE.

AND FOR THE MOST PART, IT HAS SUCCEEDED. AMONG THE X-MEN, SHADOWCAT AND NIGHTCRAWLER ARE THE MOST CRITICAL CASUALTIES.

WE HAVE NO IDEA WHO THESE MARAUDERS WORK FOR, OR THE PURPOSE OF THIS ATTACK.



I LEFT WOLVERINE BEHIND TO BRING US A PRISONER, SO WE CAN LEARN.

I'VE NEVER SEEN SUCH CARNAGE. STORM, THE SCHOOL ISN'T EQUIPPED TO HANDLE--!

WE HAVE NO ALTERNATIVE, MOIRA. WE CANNOT PROTECT THE WOUNDED ANYWHERE ELSE.



YOU MEAN, THIS ISN'T OVER.

IT HAS BARELY BEGUN.



NEW MUTANTS, YOU ARE IN Dr. MacTAGGART'S CHARGE. DO WHATEVER SHE REQUIRES.



X-MEN, ONCE WE HAVE FINISHED EVACUATING SURVIVORS...

...ESTABLISH A SECURITY PARAMETER AROUND THE ESTATE. IF THE MARAUDERS COME VISITING...

... I WISH THEM TO HAVE A PROPER WELCOME.

YOU FIGURE ANY OTHER OF MY PEOPLE MADE IT OUT ALIVE, STORM?

IT IS ALWAYS GOOD TO HOPE, CALLISTO.



HOURS SLIP BY-- NIGHT
TO MORNING TO DUSK.

NO ONE NOTICES,
THERE'S TOO
MUCH TO DO.

THE HUGE HANGAR FILLS WITH THE ACRID SCENT OF DIS-
INFECTANT, THE MOANS OF THOSE IN PAIN, THE TOO-
FREQUENT STILLNESS OF THOSE FOREVER BEYOND SUCH MISERY.

THERE IS BLOOD
EVERYWHERE.

CUBICLES ARE
NEEDED, SO
SUNSPOT USES
HIS SOLAR-
POWERED
STRENGTH TO
IMPROVISE
THEM.

MADONNA
FORGIVE
ME...

... BUT I WISH
THIS WAS A
MARAUDER'S
NECK!

HE DOES NOT REALIZE IT, BUT THE
YOUNG BRAZILIAN HAS BEEN
CRYING SINCE THIS HORROR BEGAN.

HE ISN'T
ALONE.

AH GOT THE SUPPLIES YOU
ASKED FOR, Dr. MacTAGGART!

BUT IT AIN'T ENOUGH. WE'RE
LOSIN' MORE'N WE SAVE.

LIKE WHEN AH WAS A KID, BACK
HOME IN KENTUCKY, AN' A MINE
SHAFT COLLAPSED. WHOLE TOWN
PITCHED IN. BUT FOR ALL OUR
EFFORTS-- ALL OUR PRAYERS--

-- NONE OF THE
TRAPPED MEN CAME
HOME ALIVE.

NEVER SAW MY
DADDY SO SAD.
NEVER FELT SO
HELPLESS
MYSELF--

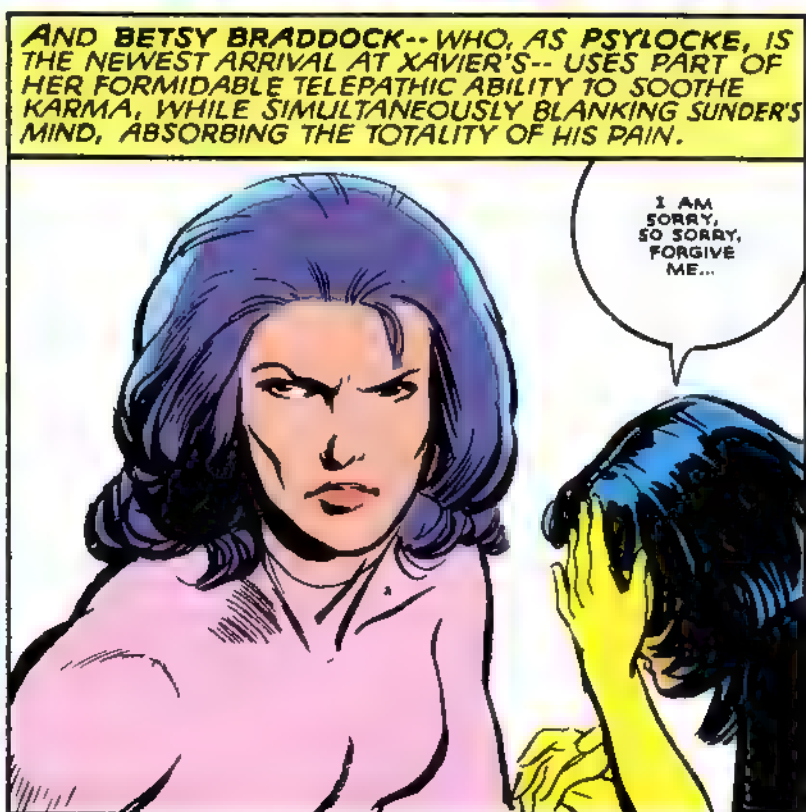
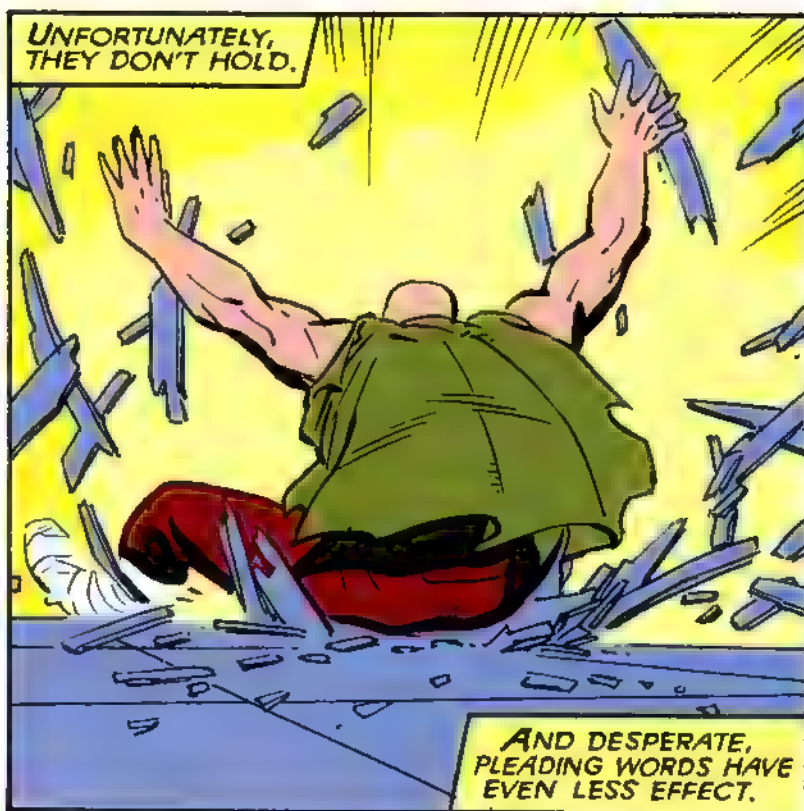
--'CEPT, YEARS
LATER, WATCHIN'
HIM PASS AWAY.

WILL NOT
MY FLAMES
BURN YOU,
ROGUE?

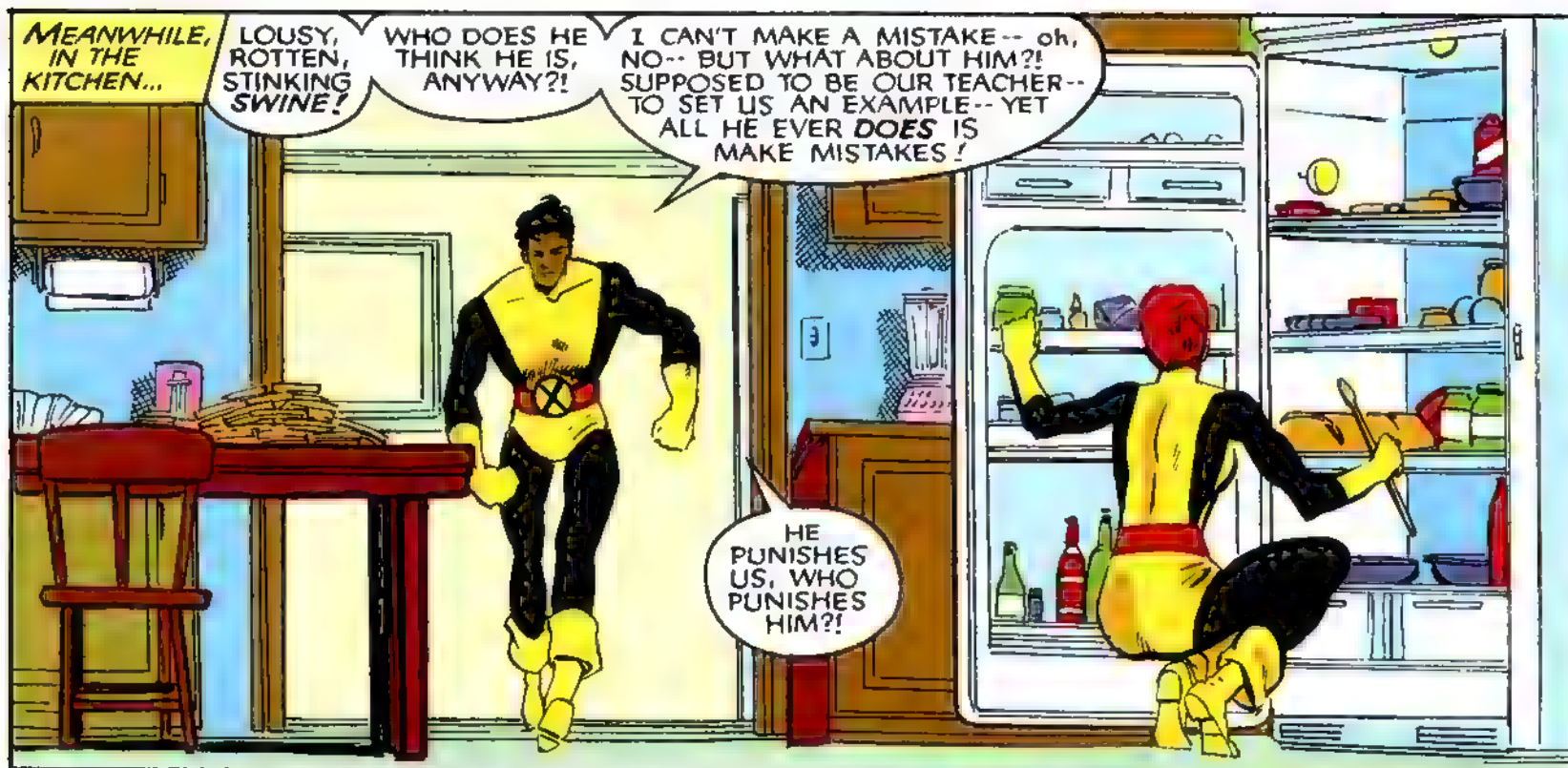
NOPE.

AH'M
PRETTY MUCH
INVULNERABLE,
MAGMA.









MEANWHILE, IN THE KITCHEN...

LOUSY, ROTTEN, STINKING SWINE!

WHO DOES HE THINK HE IS, ANYWAY?!

I CAN'T MAKE A MISTAKE-- oh, NO-- BUT WHAT ABOUT HIM?! SUPPOSED TO BE OUR TEACHER-- TO SET US AN EXAMPLE-- YET ALL HE EVER DOES IS MAKE MISTAKES!

HE PUNISHES US, WHO PUNISHES HIM?!



WHAT'S THIS?!

RAHNE PLAYING "HAPPY HOMEMAKER?"



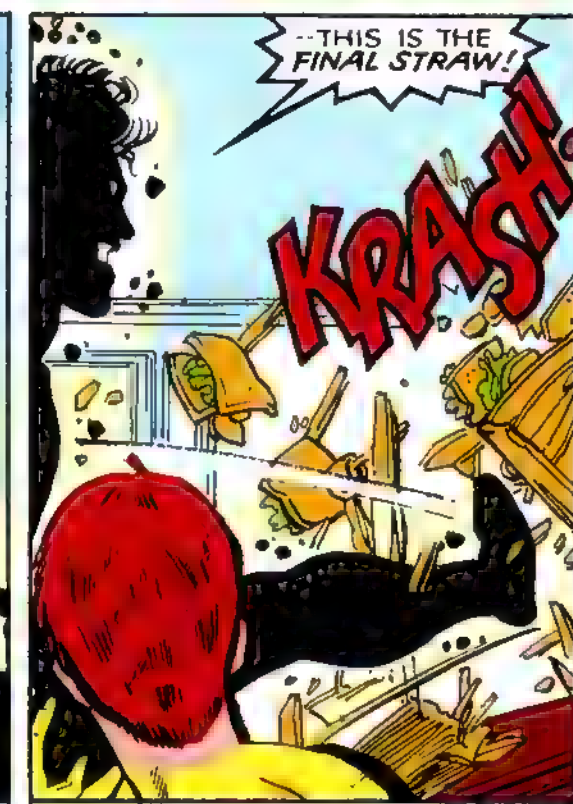
LEAVE THAT BE!

THAT FOOD'S NA' FOR US, 'BERTO, BUT FOR THOSE DOWNSTAIRS WHO TRULY NEED IT.

SLAP!



SILLY, STUPID GIRL--



--THIS IS THE FINAL STRAW!

KRASH!



YOU UNCARING SPALEEN-- I'M SICK OF YOU ALWAYS THINKING OF YUIRSELF! 'TIS PAST TIME SOMEONE TAUGHT YOU A LESSON!



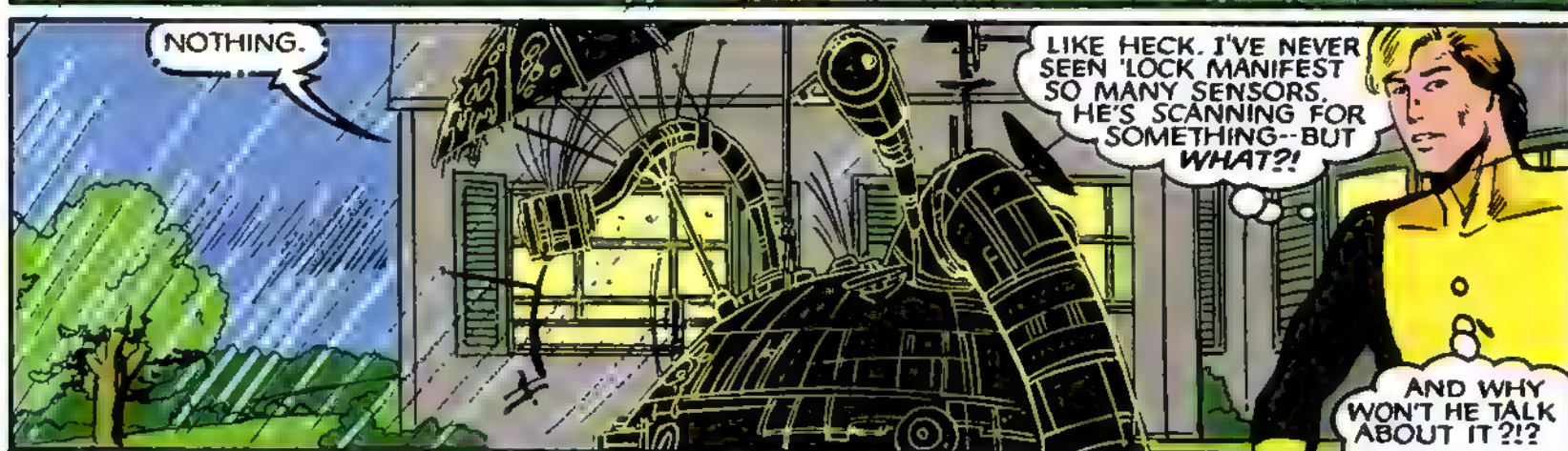
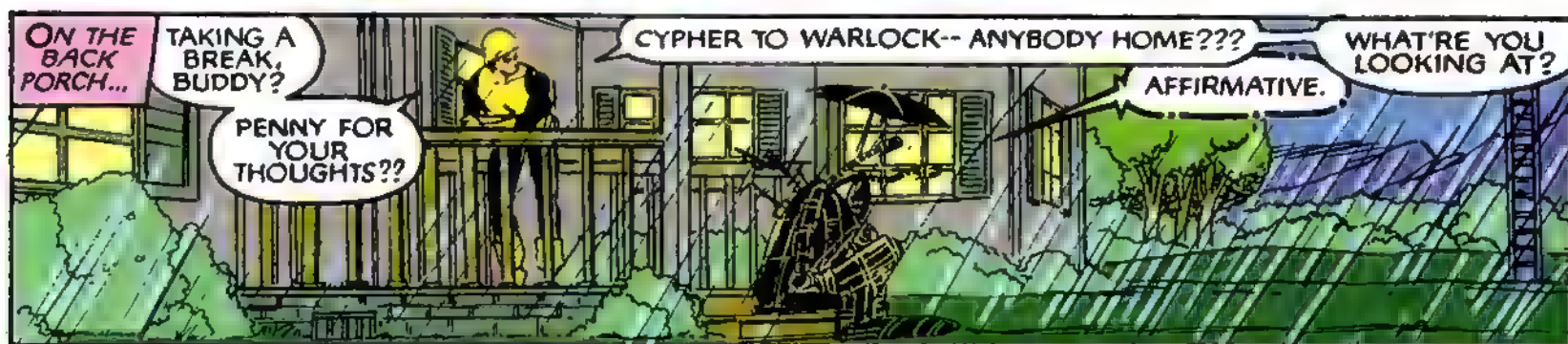
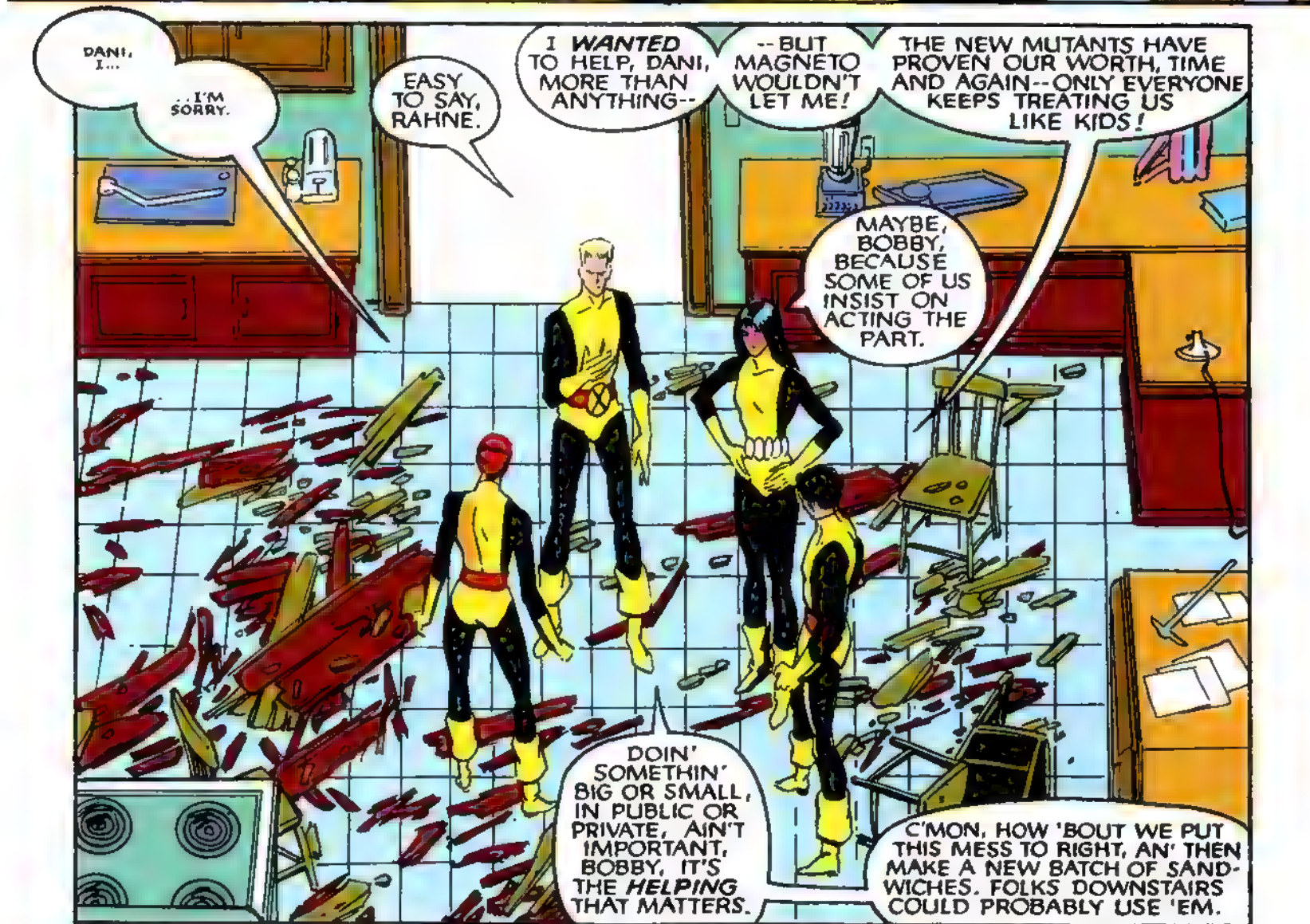
SAM! IT'S RAHNE-- OUR SPECIAL MINDLINK JUST ACTIVATED-- THAT MEANS SHE JUST TRANSFORMED INTO HER WEREWOLF-SELF--

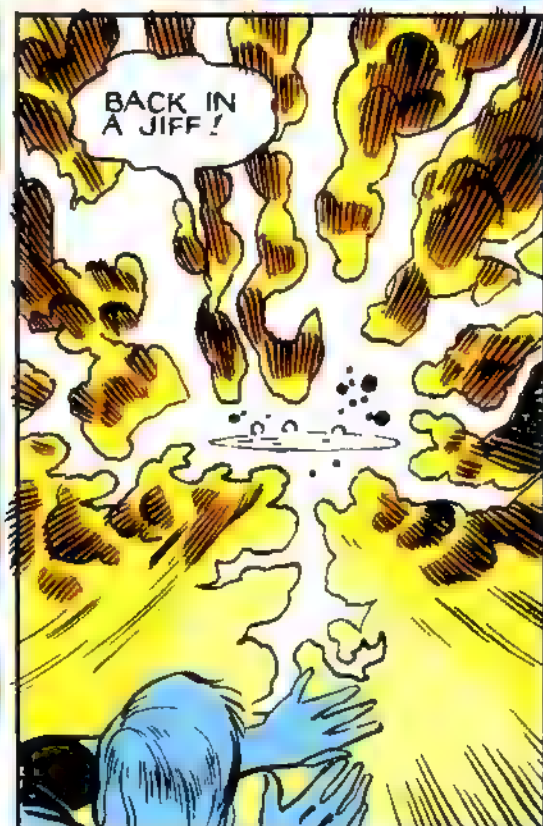
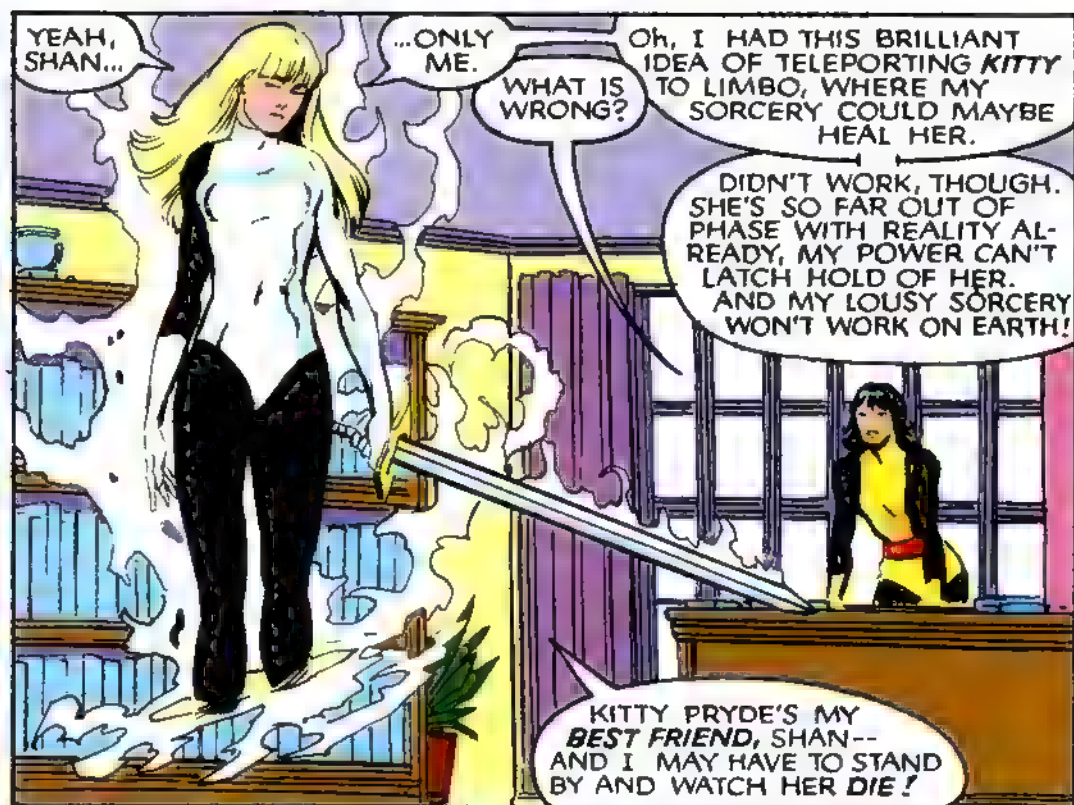
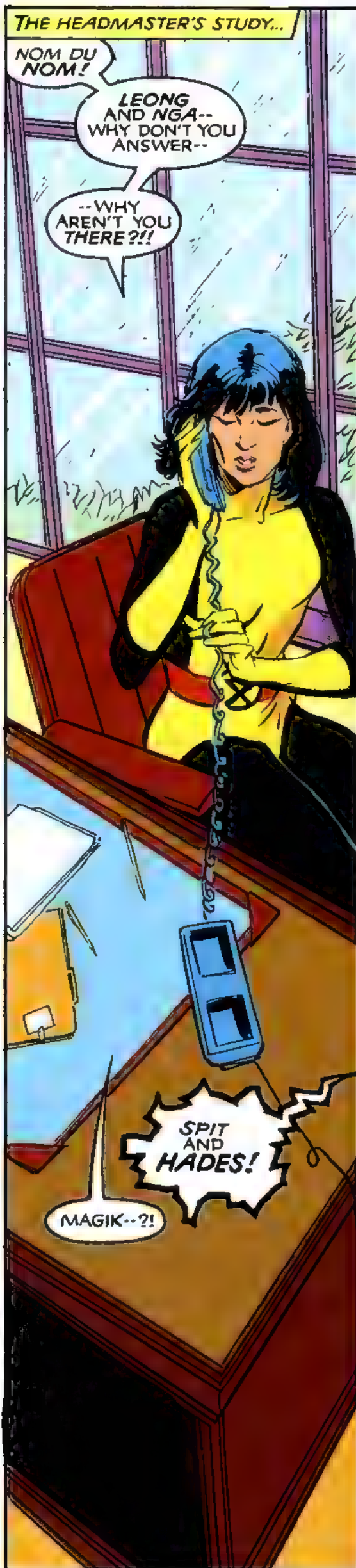
--SAM, SHE AND BOBBY ARE FIGHTING!

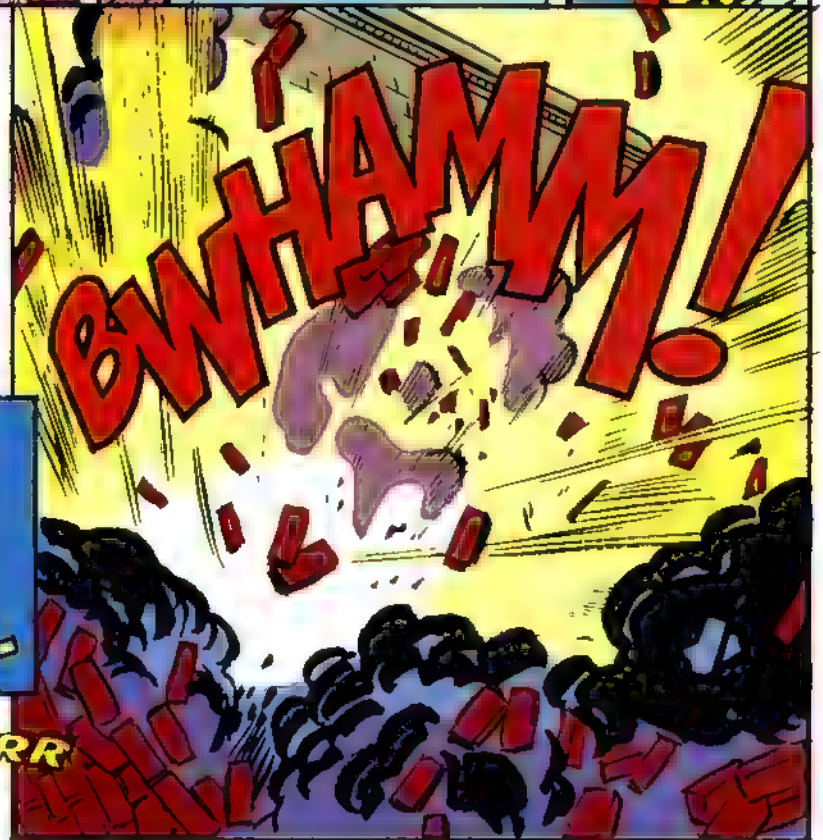
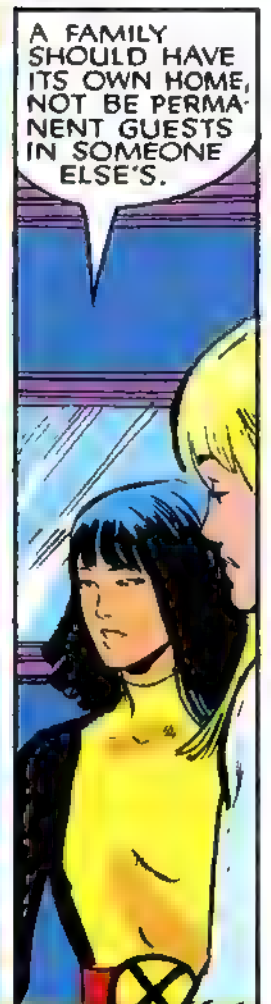
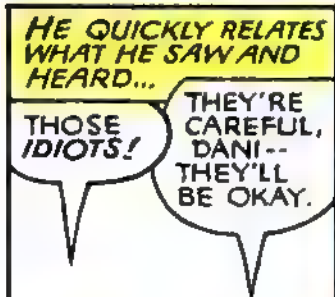
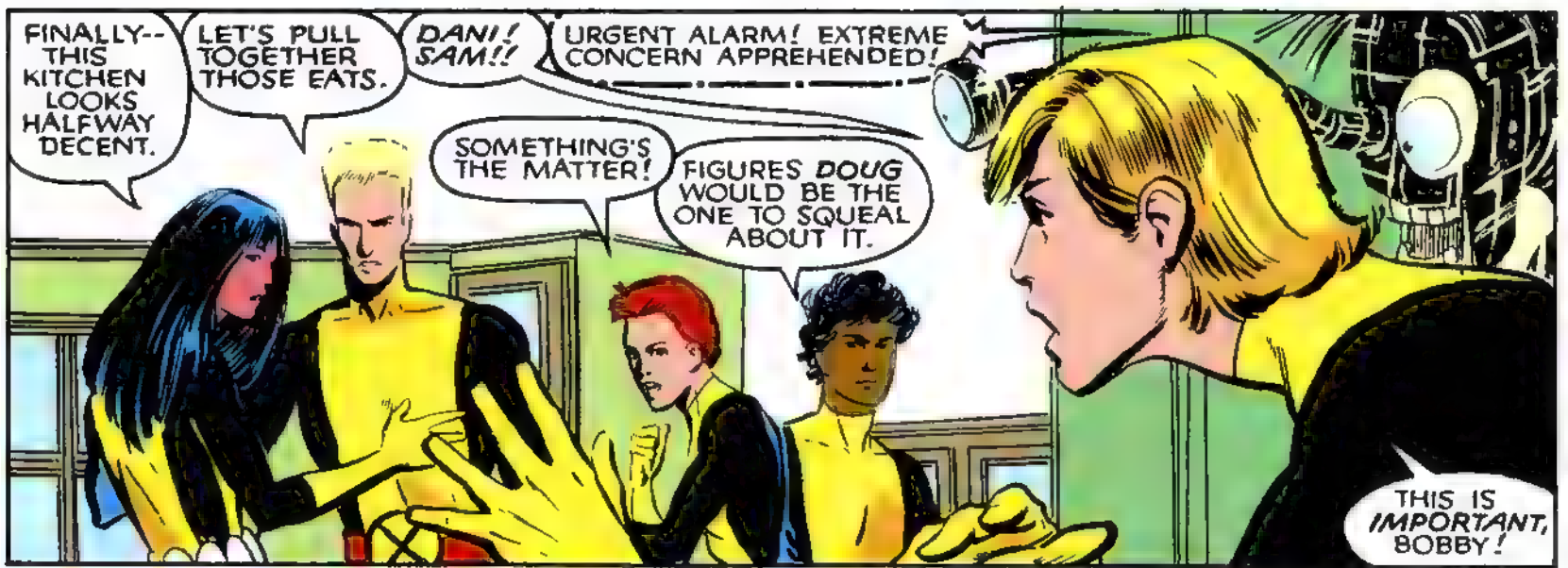


WOLFSBANE! SUNSPOT!!

BREAK IT UP!!







MEANWHILE, AT THE MANSION...

TRIED CALLIN' SHAN'S PLACE, DANI. OPERATOR SAID THE LINE'S OUT OF ORDER.

STILL FEELING COMPLACENT, SAM?

IF THINGS WERE FINE, ILLYANA'D BE BACK BY NOW.

ASSUMING THE WORST, DANIELLE, HOW SHOULD WE RESPOND?

SIMPLE, AMARA. GO AFTER 'EM.

WE'VE WASTED TOO MUCH TIME WITH THIS STUPID MEETING, AS IT IS.

SHOULDN'T WE TELL THE X-MEN?

THEY TOLD US TO STAY PUT, WE'LL BE DISOBEYING ORDERS.

NOT MERELY A TATTLETALE...

... DOUGLAS IS A TOADY, TO BOOT.

NO HONOR, LESS GUTS.

TAKE THAT BACK, DaCOSTA-- OR I'LL RAM THOSE LYING WORDS DOWN YOUR SCUMMY THROAT!

BE REAL, HOMBRE-- YOU AND WHAT ARMY?

Y'ALL BOTH BEHAVE-- OR YOU'LL ANSWER TO ME.

THE X-MEN ARE TOO BUSY, TOO SHORT-HANDED, IT ISN'T FAIR TO DUMP THIS MESS ON THEIR SHOULDERS.

DOUG'S TALKIN' SENSE, DANI.

"THEN, SAM, WE'LL TAKE A VOTE. MAJORITY RULES."

RUNNING SOUTH FROM XAVIER'S ESTATE, DEEP UNDERGROUND...

...IS A TUNNEL THAT CONNECTS THE X-MEN'S COMPLEX WITH THE MORLOCKS' DOMAIN, A MILE BENEATH MANHATTAN.

LET THE ROCK COOL, MY FRIENDS, BEFORE FOLLOWING ME THROUGH.

COAST LOOKS CLEAR.

I BURROWED US FAR BEYOND THE X-MEN'S SENTRY POST. THEY SHOULD NOT SEE OR HEAR US.

I STILL THINK THIS IS A MISTAKE, DANI.

WE VOTED, SAM. A TEAM DECISION. BUT IF WE GET IN TROUBLE WITH MAGNETO--

--I'M TEAM LEADER. I'LL TAKE FULL RESPONSIBILITY.

WARLOCK, WHY'RE YOU MAKIN' US A CAR? WHY TRAVEL THROUGH THESE TUNNELS AT ALL. WHERE WE MIGHT RUN INTO THOSE MARAUDERS?!

BE A WHOLE LOT SAFER-- AND FASTER-- TO FLY. ABOVE GROUND.

WHERE'D HE GET SO STUBBORN. ALL OF A SUDDEN?!

TRANSPORT APPROPRIATE, ALTERNATIVE UN-AVAILABLE. SELFRIENDS MUST UTILIZE MODE OFFERED.

THAT'S NOT LIKE HIM.

DOUG-- WARLOCK OKAY?

BEATS ME. HE'S BEEN ACTING WEIRD ALL DAY.

OBSERVATION: SELF IS MORE THAN A LITTLE "WEIRD," BY ORGANIC-HUMAN STANDARDS. SELF IS SIMPLY ACTING THE PART.

SELF HAS BEEN SCANNING WILD DATA.

UNCHARACTERISTIC BEHAVIOR RESULTS FROM ATTEMPTS TO RATIONALIZE ANOMALIES.

BULL!

YOU'RE HIDING SOMETHING-- SERIOUS-- I KNOW IT!

YOU ASK ME, A BUNCH OF ASSASSINS RUNNING RIOT IN THE "ALLEY," KILLING EVERYONE THEY MEET IS ENOUGH TO MAKE THE SANEST HEAD ACT A LITTLE "STRANGE."

BUT-- HOW BAD COULD IT REALLY BE DOWN THERE? I MEAN, IT'S ONLY NATURAL TO MAKE THINGS SOUND WORSE THAN THEY ACTUALLY ARE.

LET'S ROLL, TEAM-- AN' FIND OUT.

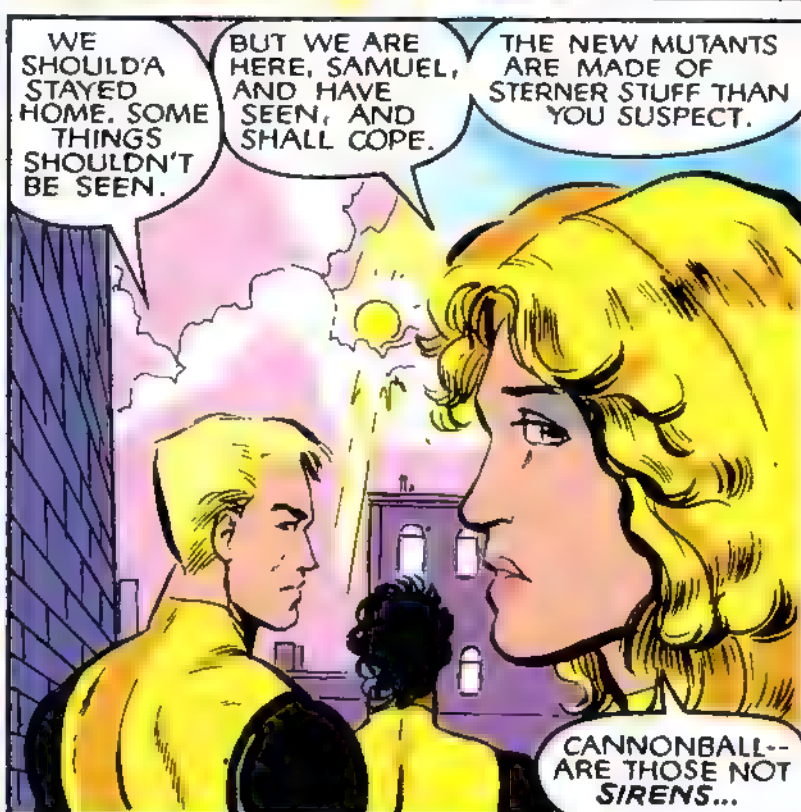
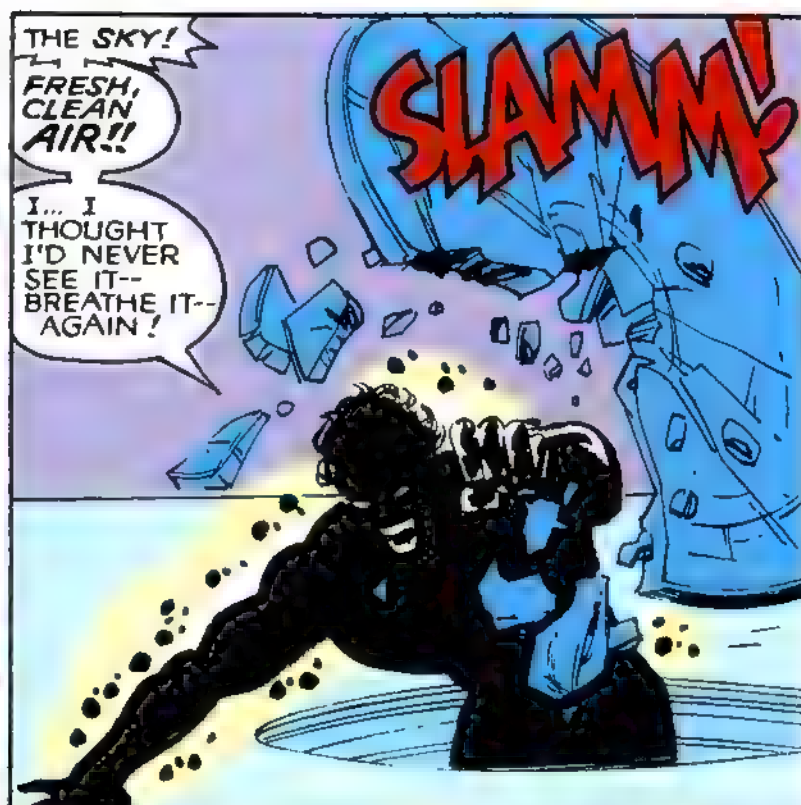
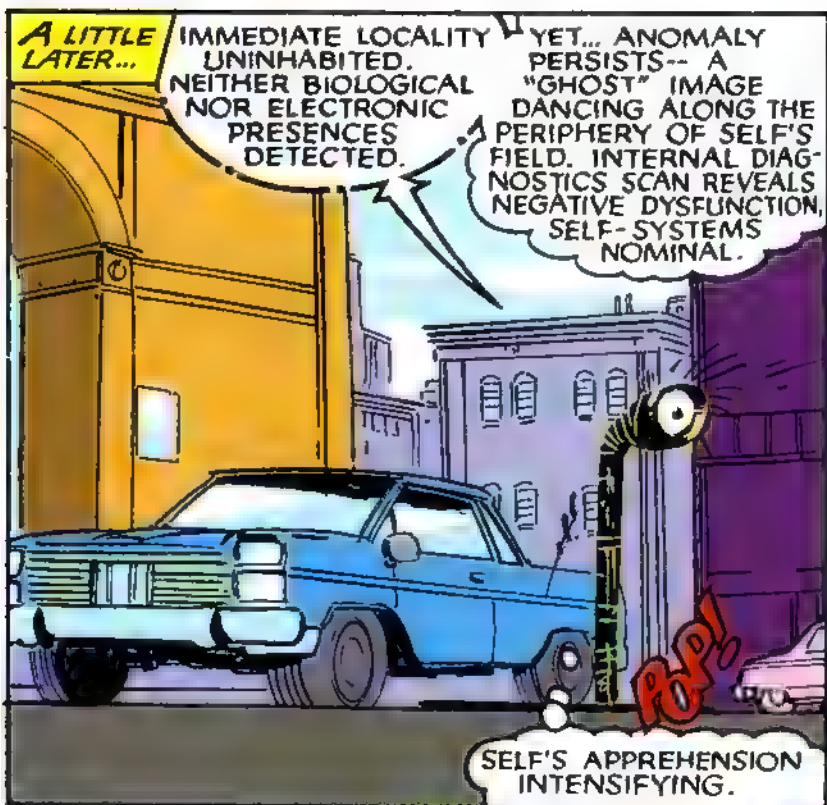
WARLOCK, OPEN YOUR SENSORS WIDE.

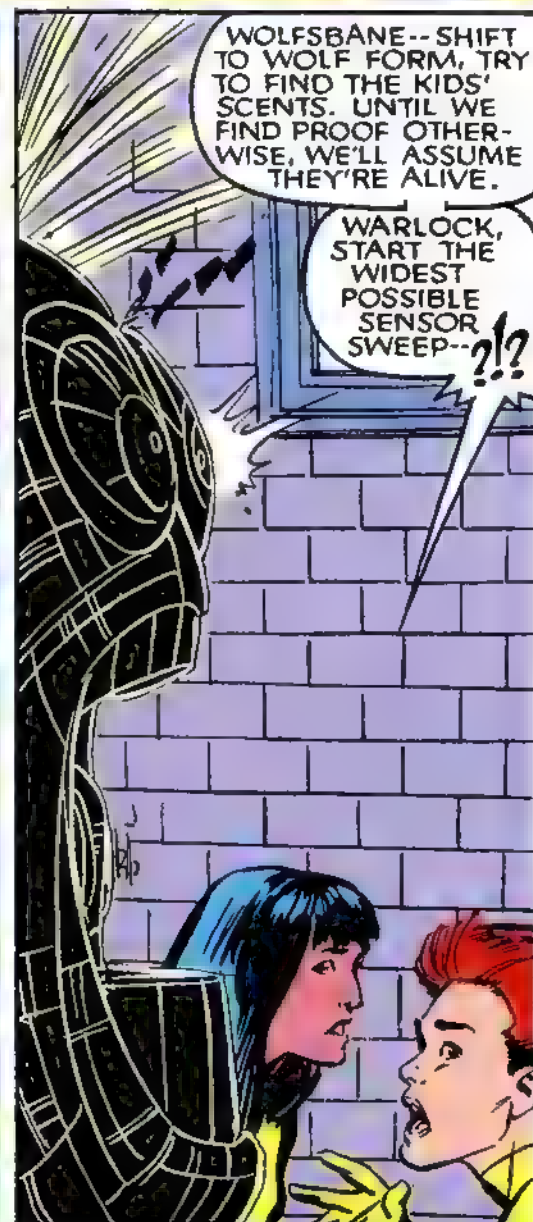
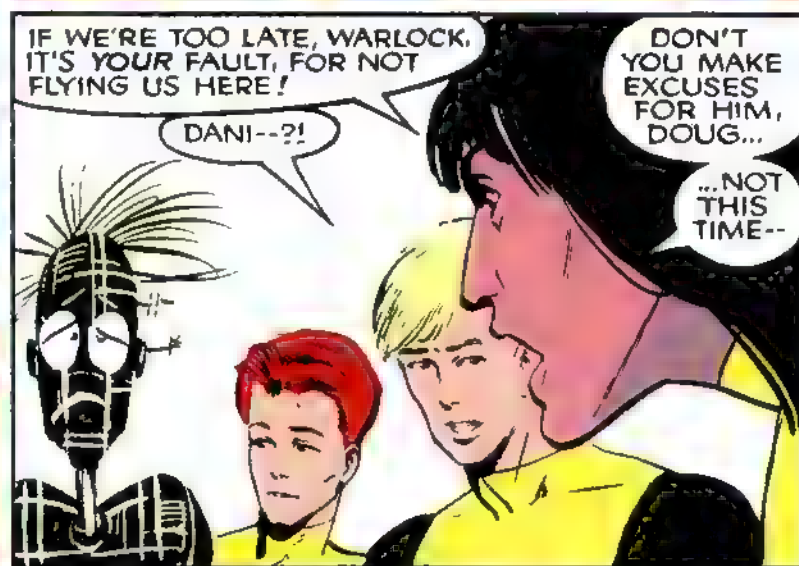
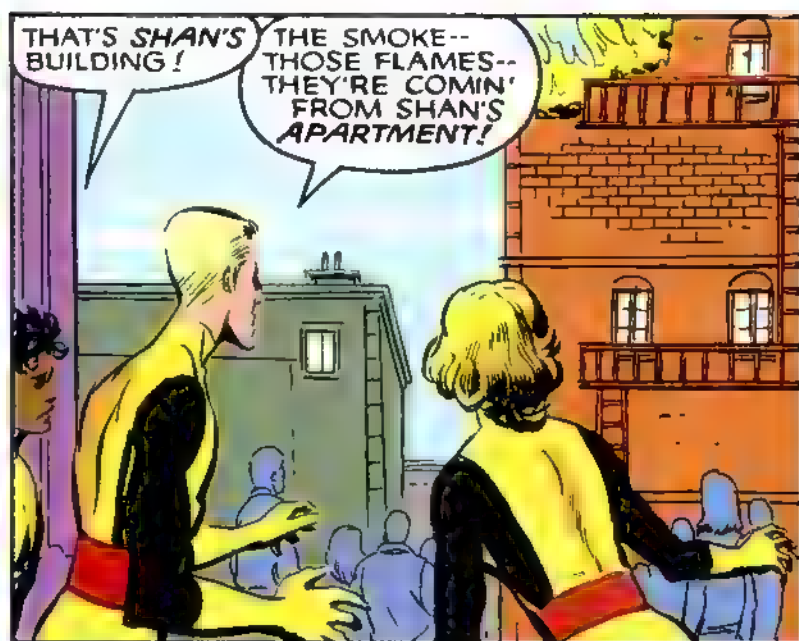
"WE DON'T WANT ANY NASTY SURPRISES."

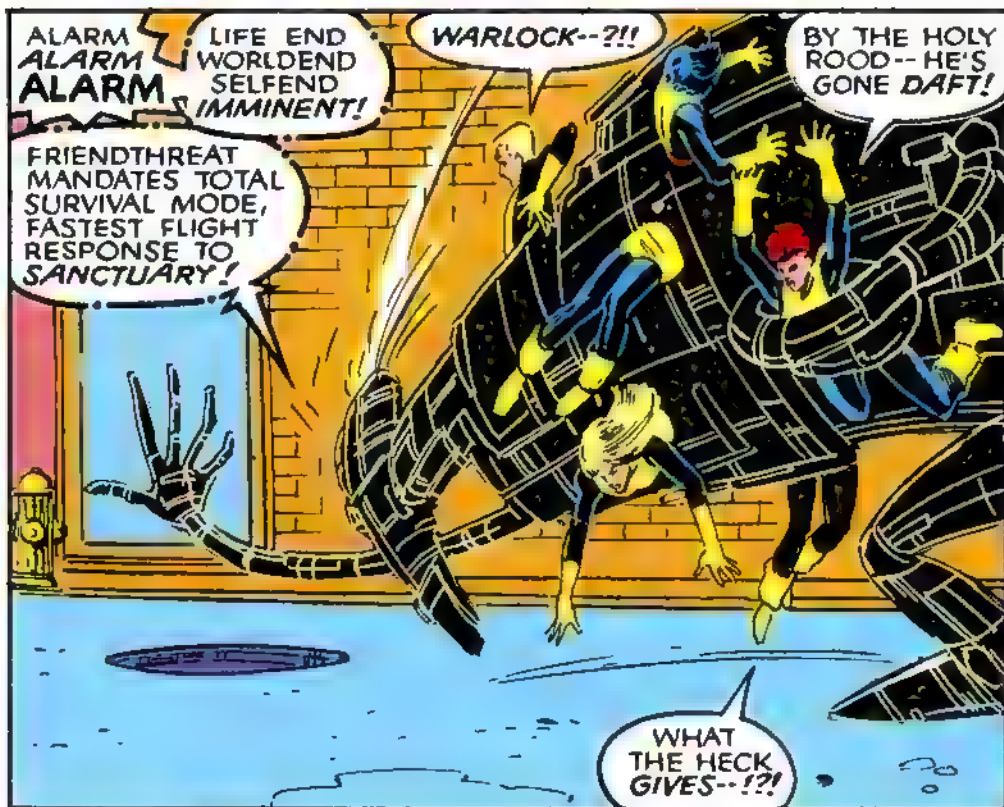
SEEK AS HARD AS YOU LIKE, MY WAYWARD SON...

...YOU'LL NOT FIND THE MAGUS...

...UNTIL THE MOMENT BEFORE HE DESTROYS YOU!







ALARM
ALARM
ALARM

LIFE END
WORLDEND
SELFEND
IMMINENT!

FRIENDTHREAT
MANDATES TOTAL
SURVIVAL MODE,
FASTEST FLIGHT
RESPONSE TO
SANCTUARY!

WARLOCK--?!!

BY THE HOLY
ROOD-- HE'S
GONE DAFT!

WHAT
THE HECK
GIVES--!?!



STOP
IT

WHAT'S
THE
MATTER

LET US
HELP
YOU

HE'S
NUTS

LET
US
HELP
YOU

PUT US
DOWN
LUMMON

CALM
DOWN,
WILLYA

FLEE

FLEE

FLEE

FLEE

FLEE



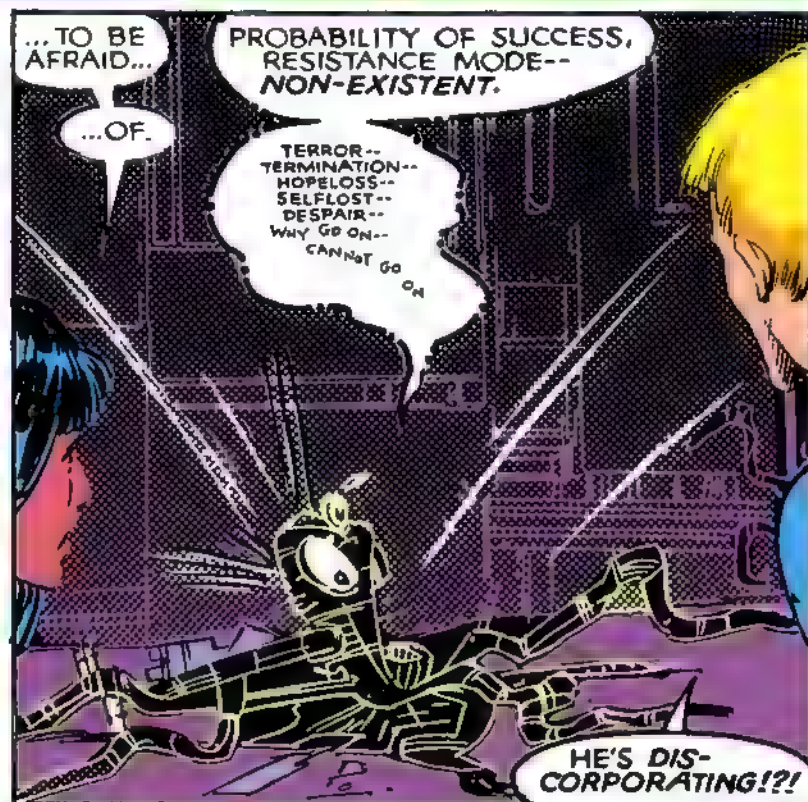
AT LAST!

AH
THOUGHT
HE WAS
GONNA
RUN FOR-
EVER!

PROBABILITY OF
SUCCESS, EVASION
MODE, MINIMAL.

SHIFTING TO
MAXIMAL
DEFENSE
CONFIGURATION!

WARLOCK, THE TUNNEL'S
EMPTY! THERE'S NOTHING HERE...



...TO BE
AFRAID...

...OF.

PROBABILITY OF SUCCESS,
RESISTANCE MODE--
NON-EXISTENT.

TERROR--
TERMINATION--
HOPELOSS--
SELFLOST--
DESPAIR--
WHY GO ON--
CANNOT GO ON

HE'S DIS-
CORPORATING!?!



I'VE NEVER
SEEN
HIM LIKE THIS,
NOT SINCE THE
NIGHT WE
FIRST MET.

WE'VE GOT
TO DO SOME-
THING!

OPEN TO
SUGGESTIONS,
PAL.

THAT NIGHT--
REMEMBER,
GUYS--WARLOCK
GOT SO
CRAZY...

TELLING
US ABOUT HIS
FATHER!



GREETINGS,
COMPANIONS
AND DEFENDERS
OF MY SON.

OURS IS A MEETING
I'VE LONG
AWAITED.

I-- AM--
MAGUS!

AMONGST OUR RACE, THE WARLOCK
MUST EVER DUEL THE MAGUS-- TO
EARN HIS RIGHT TO LIFE BY SLAYING
HIS SIRE. THUS, DOES A WARLOCK
IN TURN BECOME THE MAGUS, AND
RULER OF OUR TECHNARCHY.

THE PRICE OF FAILURE...

...YOU ARE
ALL ABOUT
TO LEARN!

**NO WAY,
JOSE!**

**WE'RE
GONE!**

THINKING WITH OUR
HEARTS INSTEAD OF
OUR HEADS GOT US
INTO THIS SCRAP.

THAT SAME
BLIND
COURAGE'LL
GET US HOME
AGAIN!

THE CHANGELING WITCH
TELEPORTED THEM AWAY
BEFORE I COULD INFECT
THEM WITH THE TRANS-
MODE VIRUS.

NO MATTER. WHERE-
EVER THEY RUN--
HOWEVER HARD
THEY TRY TO HIDE,
OR, BETTER YET,
RESIST--

-- THE
END
WILL
REMAIN
THE
SAME!

NEXT ISSUE: MY HEART FOR THE HIGHLANDS!



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95¢ CAN
373 NOV
02450



The mighty THOR



STAN LEE PRESENTS: *the* MIGHTY THOR

FAR BEYOND THE MORTAL REALM OF TIME AND SPACE LIES ASGARD, HOME OF THE MIGHTY NORSE GODS.

HERE DWELL THE STORIED FIGURES OF ANCIENT LEGEND... THOSE WHO WERE OLD WHEN THE UNIVERSE WAS YOUNG, OR SO THE MINSTRELS TELL US.

AND THE MIGHTIEST WARRIOR OF ALL THOSE TALES IS THOR, THE THUNDERER, WHOSE MAGIC HAMMER, MJOLNIR, CARRIES HIM INTO THE STARRY FIELDS OF NIGHT.

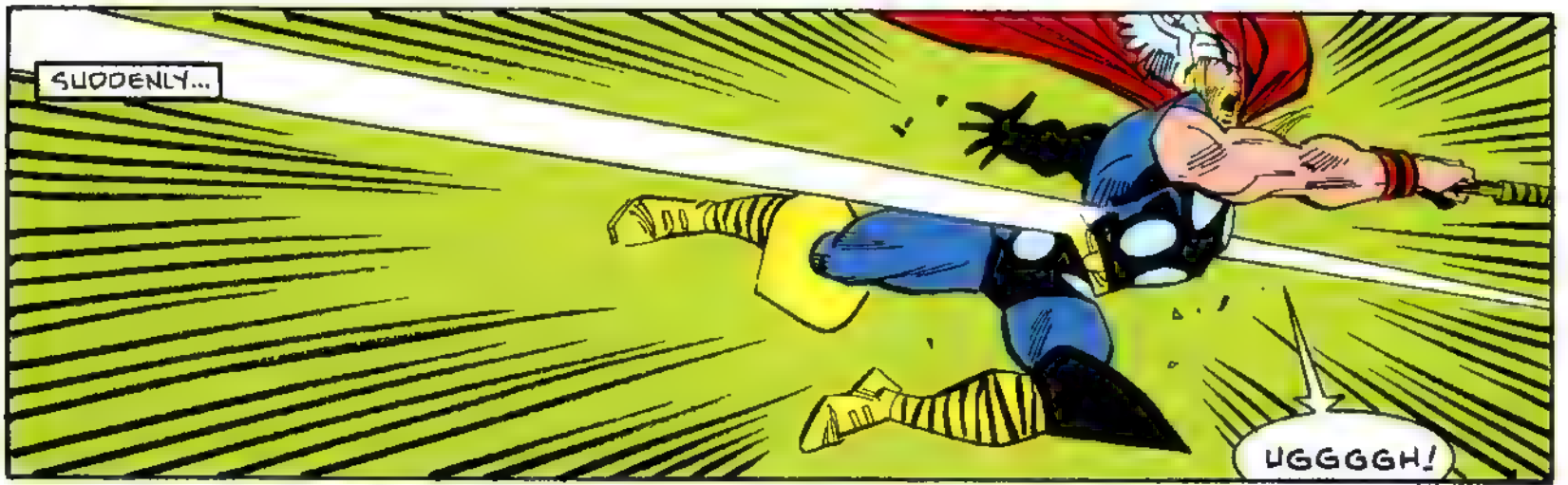
AT LAST THE TIME HAS COME FOR ME TO RETURN TO MIDGARD.*

TOO LONG HAVE I TARRIED FAR FROM THE GREEN HILLS OF EARTH.

THE GIFT OF DEATH

*EARTH

WRITING-WALTER SIMONSON ART-SAL BUSCEMA LETTERING-JOHN WORKMAN
COLORING-MAX SCHEELE EDITING-RALPH MACCHIO EDITING IN CHIEF-JIM SHOOTER



SUDDENLY...

UGGGGGH!

WHAT WEAKNESS IS THIS THAT ASSAILS MY LIMBS? MY HANDS SHAKE AS THOUGH WITH THE PALSY OF AGE!

IS THIS THE ATTACK OF SOME UNSEEN FOE?

YET ALREADY THE EFFECT FADES AND IS GONE.

AND AS FAR AS THE EYE CAN SEE, THE HEAVENS ARE DEVOID OF LIFE!

NOT AN ENEMY TO BE SEEN!

PERHAPS THE IMAGINATION OF THOR HAS BECOME A TOO RESTLESS SPIRIT...

...AND THE SON OF ODIN MIGHT FIND BENEFIT IN LESS TIME SPENT FIGHTING FOES AND MORE TIME SPENT IN DULLER PURSUITS.

THE COSMIC STORMS THAT RAGE BETWEEN ASGARD AND EARTH SINCE THE DESTRUCTION OF THE RAINBOW BRIDGE HAVE GROWN EVER MORE FIERCE OF LATE, BUT THE HAMMER OF THOR WILL PROVE THEIR MASTER.

A MOMENT LATER THOR SPINS HIS HAMMER FASTER AND FASTER UNTIL...

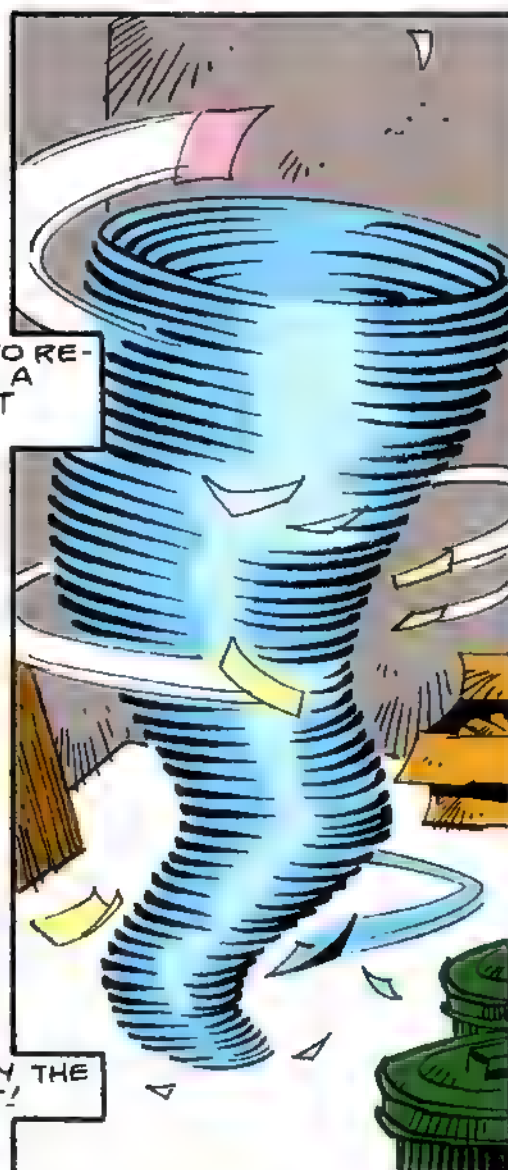
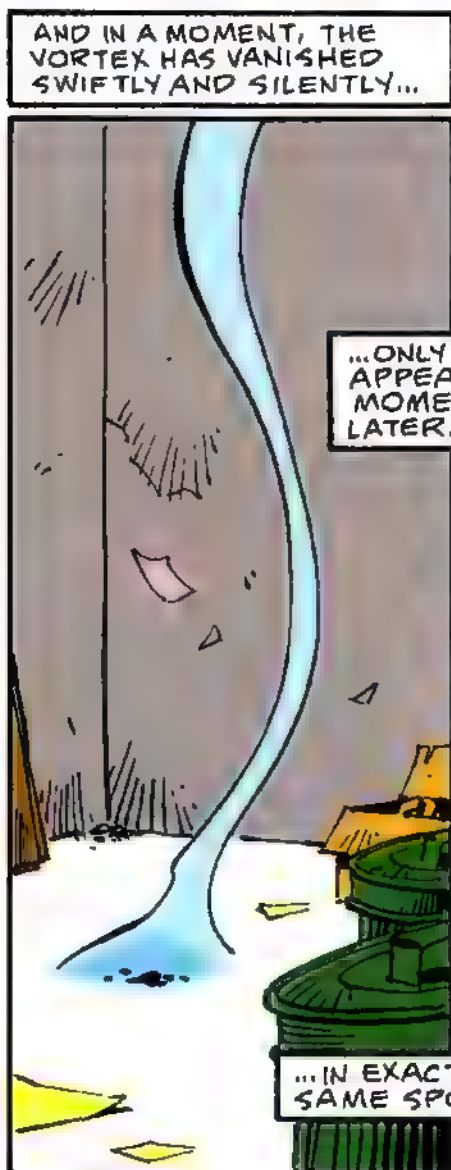
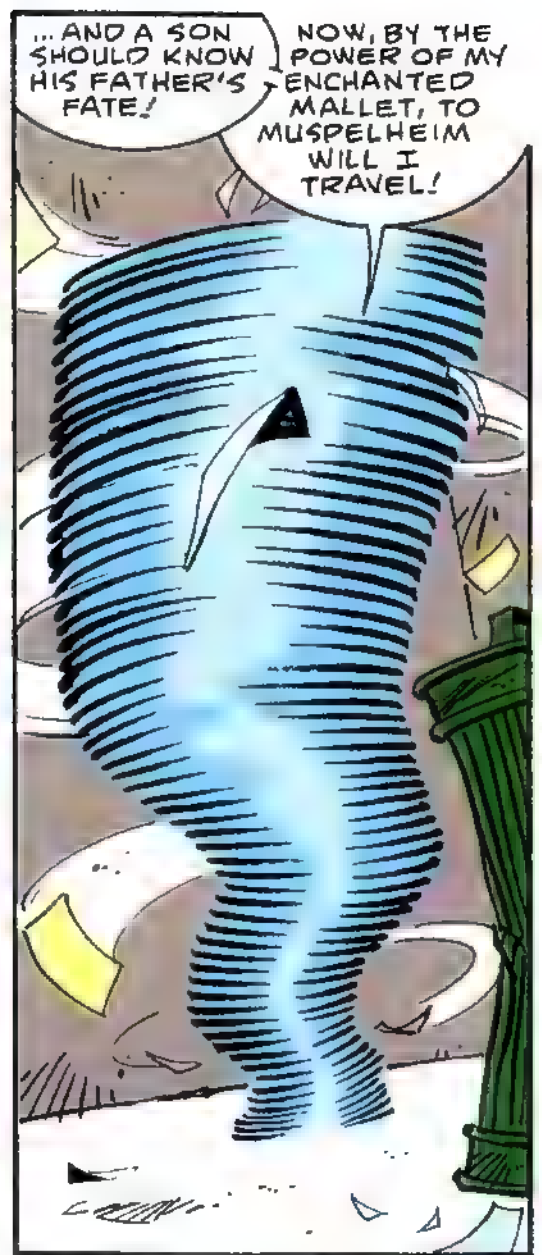
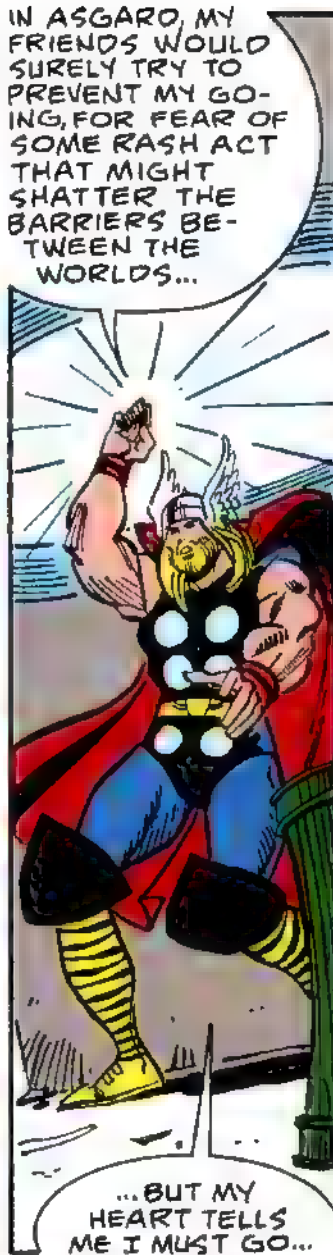
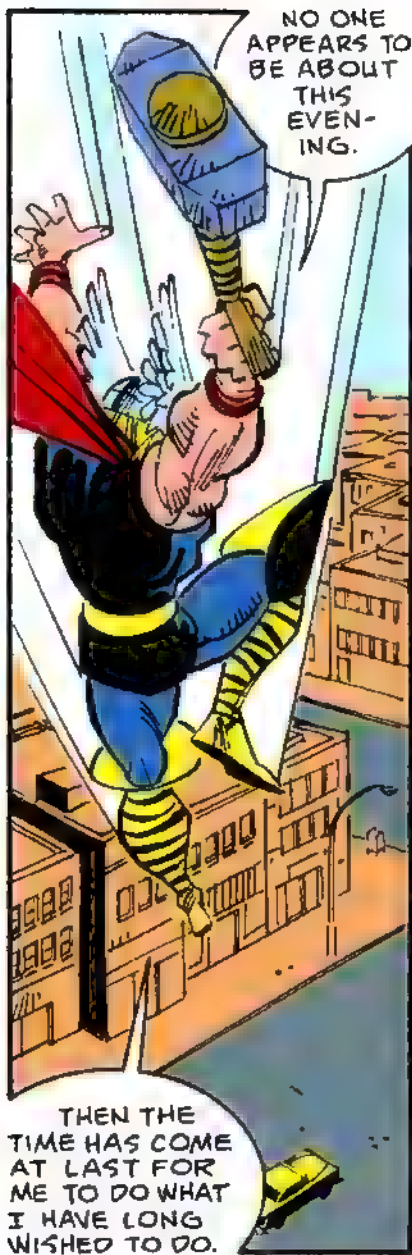


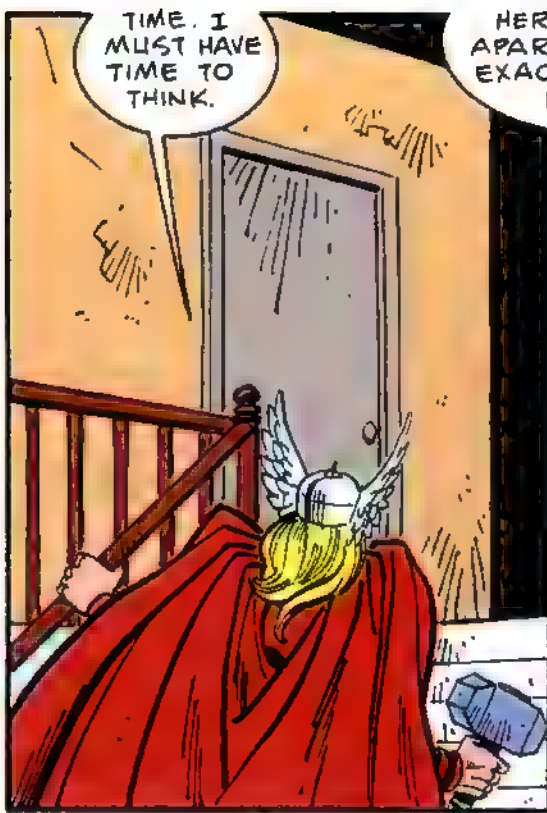
THE VEIL IS PIERCED!

BEFORE ME LIES THE GREAT METROPOLIS OF NEW YORK!

AND IN THE BAY RIDGE SECTION OF BROOKLYN IS THE APARTMENT WHEREIN THOR RESIDES UNDER THE NAME SIGURD JARLSON.

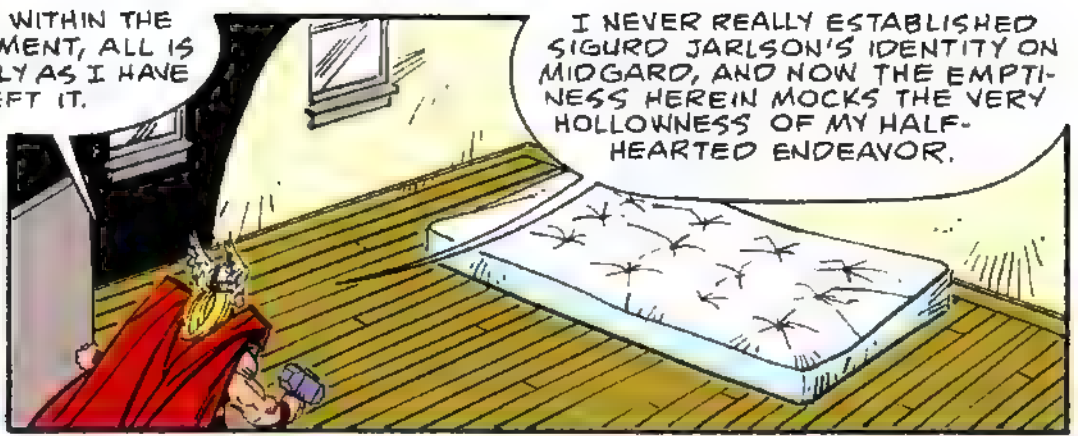
MJOLNIR HAS BROUGHT ME HOME!



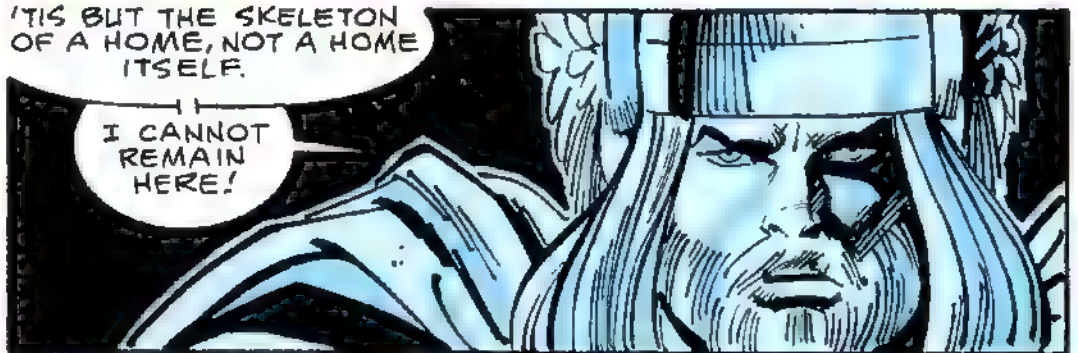


TIME. I MUST HAVE TIME TO THINK.

HERE WITHIN THE APARTMENT, ALL IS EXACTLY AS I HAVE LEFT IT.

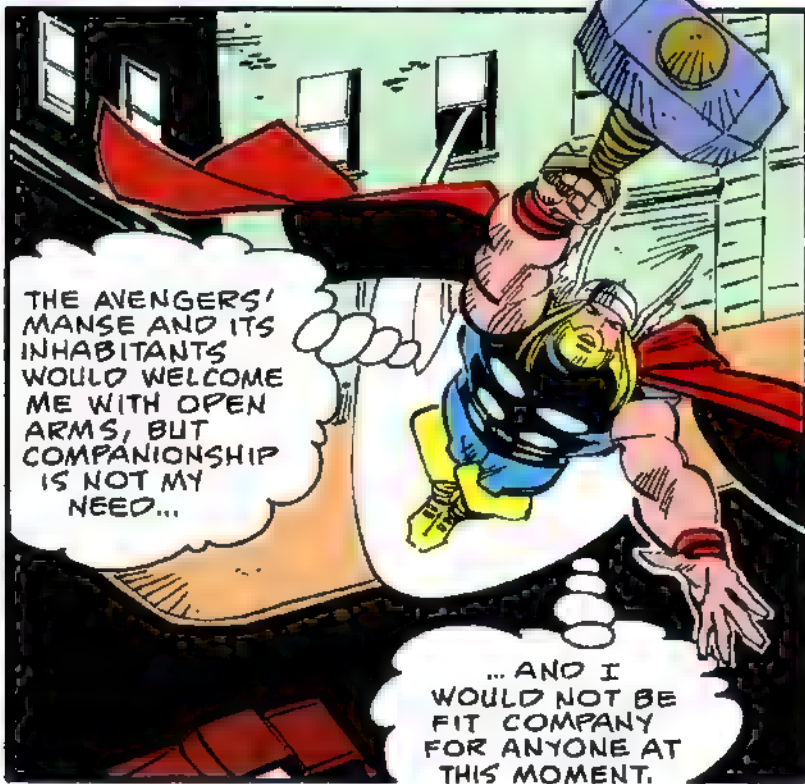


I NEVER REALLY ESTABLISHED SIGURD JARLSON'S IDENTITY ON MIDGARD, AND NOW THE EMPTINESS HEREIN MOCKS THE VERY HOLLOWNESS OF MY HALF-HEARTED ENDEAVOR.



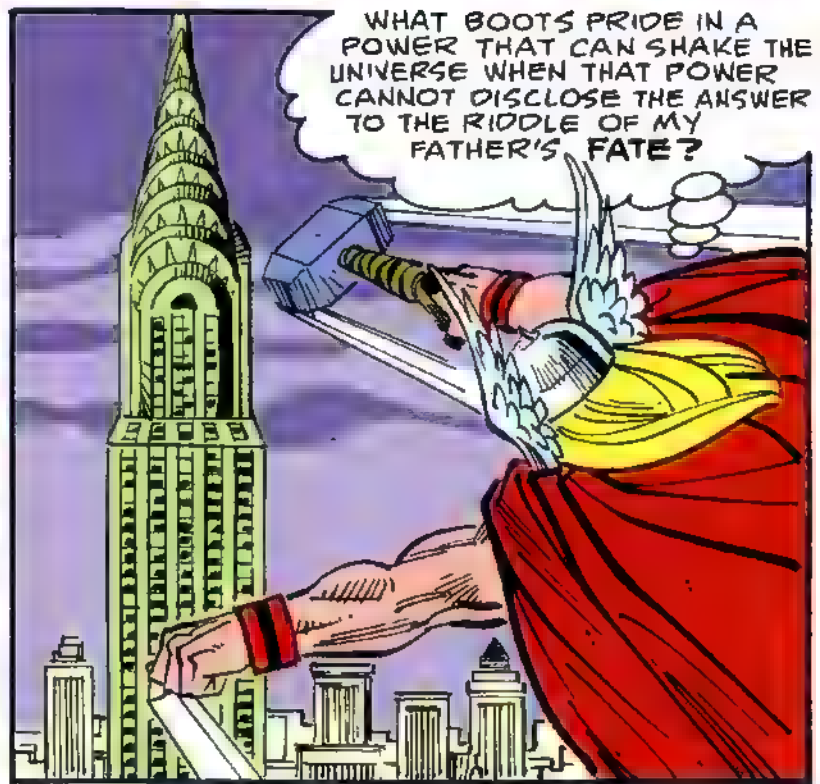
'TIS BUT THE SKELETON OF A HOME, NOT A HOME ITSELF.

I CANNOT REMAIN HERE!



THE AVENGERS! MANSE AND ITS INHABITANTS WOULD WELCOME ME WITH OPEN ARMS, BUT COMPANIONSHIP IS NOT MY NEED...

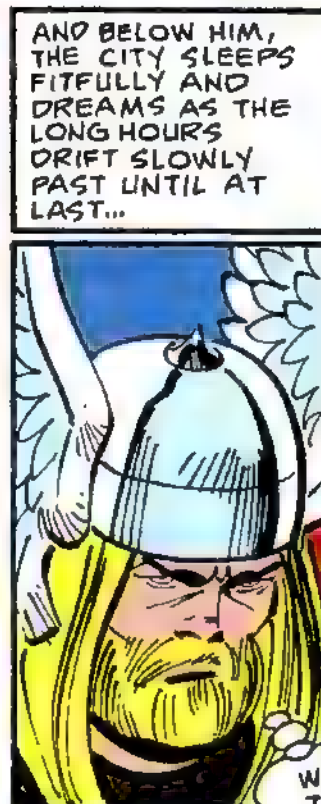
... AND I WOULD NOT BE FIT COMPANY FOR ANYONE AT THIS MOMENT.



WHAT BOOTS PRIDE IN A POWER THAT CAN SHAKE THE UNIVERSE WHEN THAT POWER CANNOT DISCLOSE THE ANSWER TO THE RIDDLE OF MY FATHER'S FATE?



PERHAPS THE NIGHT AIR WILL CLEAR MY HEAD AND GIVE ME RESPIRE FROM SUCH ENDLESS THOUGHTS.



AND BELOW HIM, THE CITY SLEEPS FITFULLY AND DREAMS AS THE LONG HOURS DRIFT SLOWLY PAST UNTIL AT LAST...



DONATION TIME, POPS!

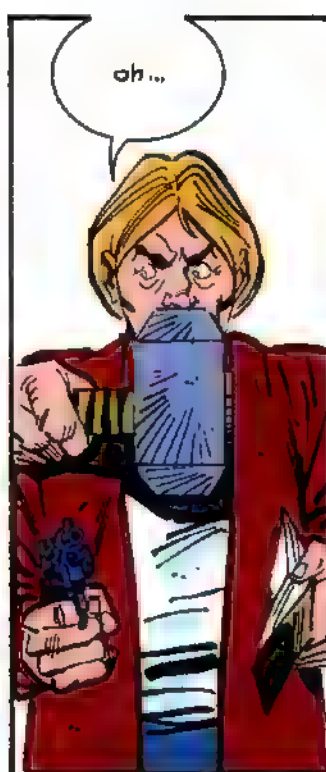
LET'S SEE YOU GIVE EVERY CENT YOU GOT TO A WORTHY CAUSE.

WHAT'S THIS?



NOT BAD, DAD, BUT YOU KNOW I AIN'T HAD ENOUGH FUN FOR ONE NIGHT YET.

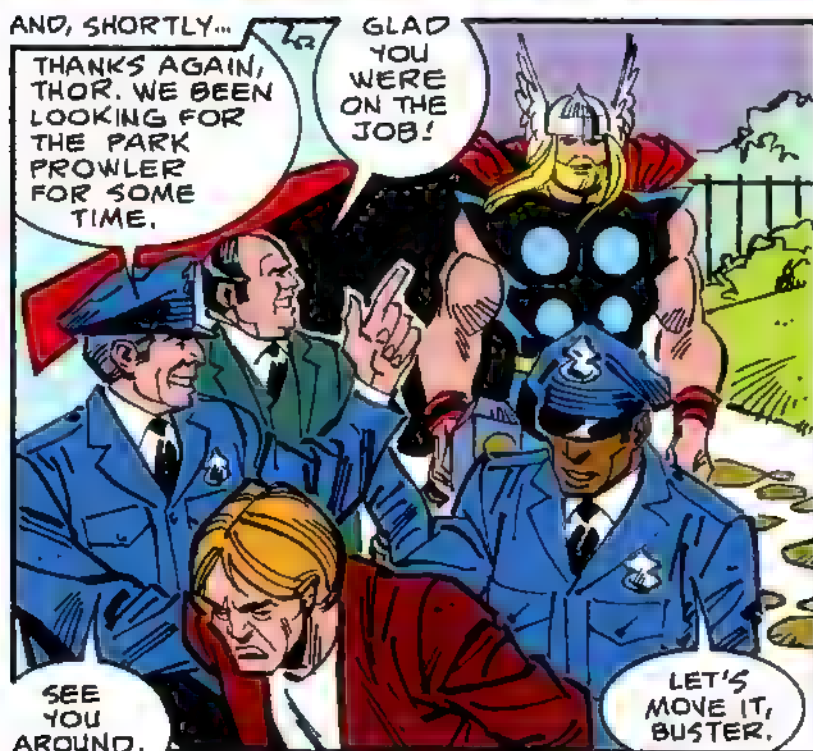
HOW ABOUT IF WE BEGIN WITH YER KNEE-CAPS AND WORK OUR WAY UP???



oh...



no...



AND, SHORTLY...

THANKS AGAIN, THOR. WE BEEN LOOKING FOR THE PARK PROWLER FOR SOME TIME.

GLAD YOU WERE ON THE JOB!

SEE YOU AROUND.

LET'S MOVE IT, BUSTER.

THESE MORTALS RISK THEIR LIVES EVERY DAY THEY WALK THE STREETS OF THEIR CITY!

IN THE END, DEATH IS ALWAYS THE ANSWER TO EVERY QUESTION.

AND MORTALS BEAR IT BECAUSE THEY MUST.



BUT DEATH IS NOT THE ANSWER FOR A GOD!

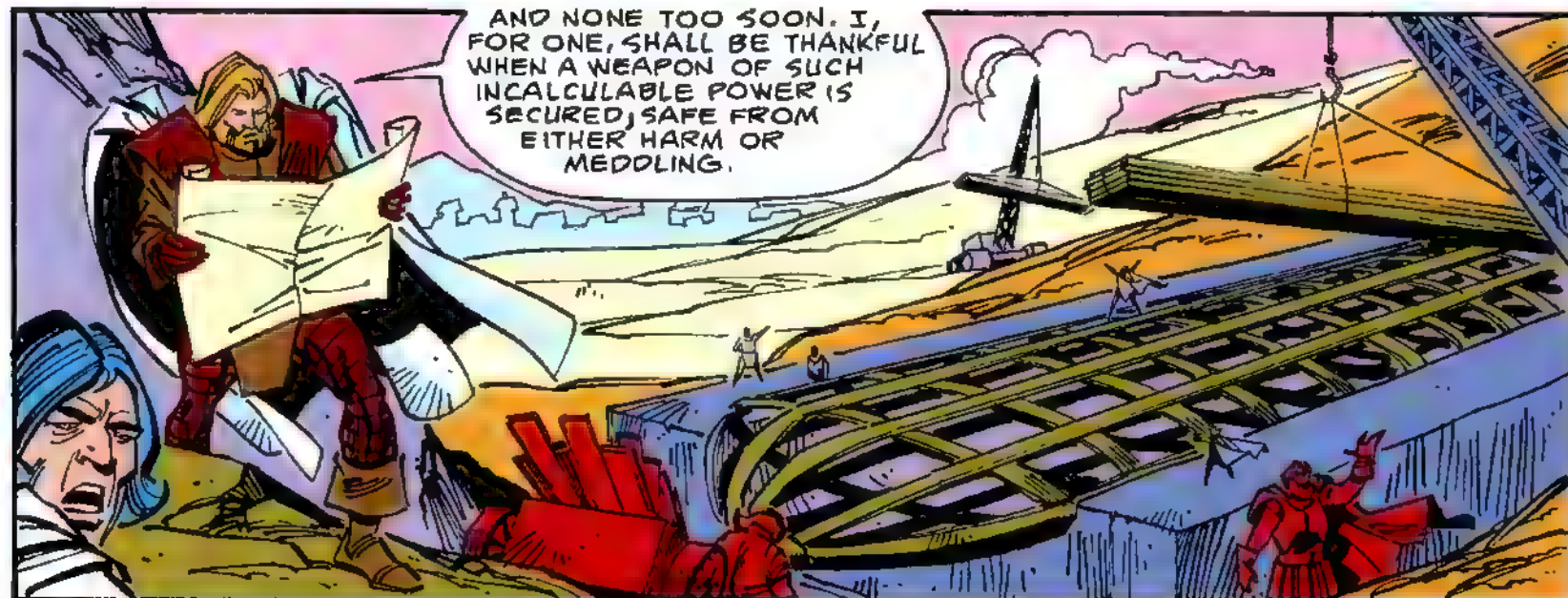
AND I WILL NOT REST TILL I HAVE FOUND THE ANSWERS I SEEK!



MEANWHILE, IN ASGARD...

THE SUPER-STRUCTURE IS NEARLY FINISHED, HEIMDALL.

THE GREAT SHEATH WILL SOON BE READY FOR ITS TREASURE.



AND NONE TOO SOON. I, FOR ONE, SHALL BE THANKFUL WHEN A WEAPON OF SUCH INCALCULABLE POWER IS SECURED, SAFE FROM EITHER HARM OR MEDDLING.

*THE GREAT SWORD OF SURTUR
WILL REST HERE UNTIL THE END OF
TIME WHEN ITS MASTER SHALL
COME TO RECLAIM IT...



"...IF THE ANCIENT
PROPHECIES ARE
TRUE!"

AND AS THE WORK
TO CLEAR THE
SWORD CONTINUES...

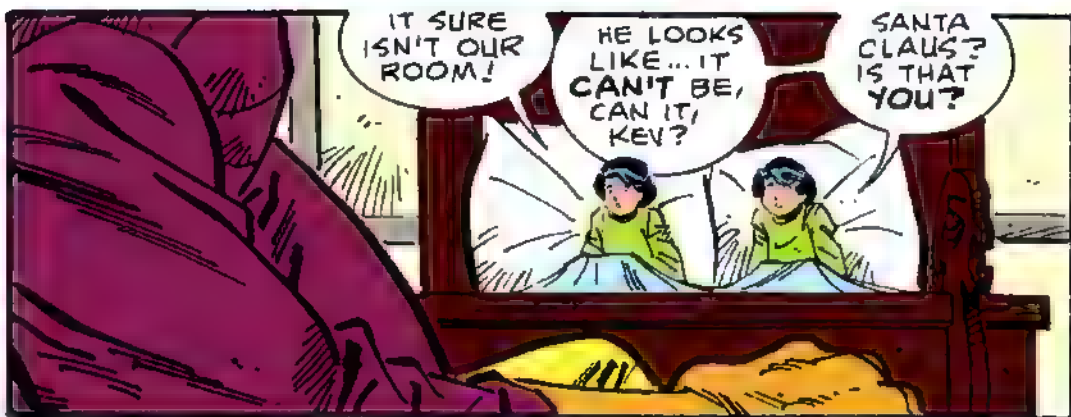
...IN A GREAT HALL SOME DISTANCE AWAY, TWO SMALL BOYS ARE
FINDING THEMSELVES IN UNFAMILIAR SURROUNDINGS...



MICK!
WAKE
UP!
LOOK!

HUH?

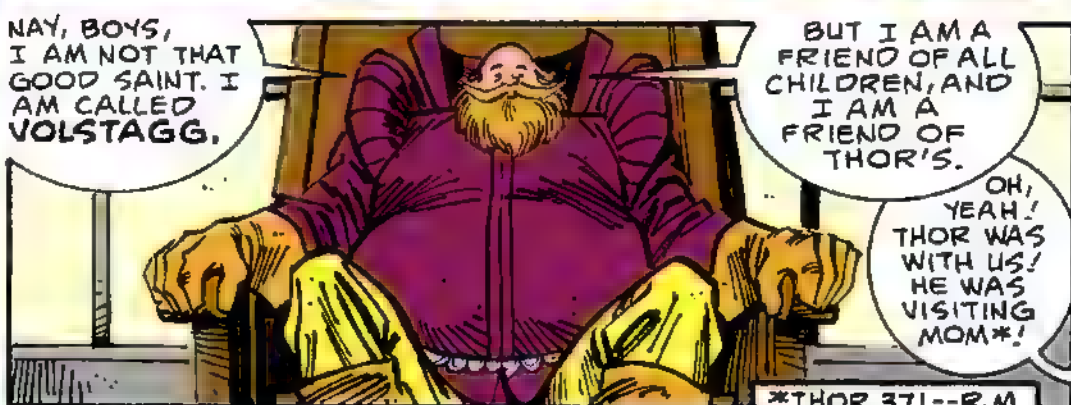
WHERE
ARE WE?
WHO'S
THAT?



IT SURE
ISN'T OUR
ROOM!

HE LOOKS
LIKE... IT
CAN'T BE,
CAN IT,
KEV?

SANTA
CLAUS?
IS THAT
YOU?



NAY, BOYS,
I AM NOT THAT
GOOD SAINT. I
AM CALLED
VOLSTAGG.

BUT I AM A
FRIEND OF ALL
CHILDREN, AND
I AM A
FRIEND OF
THOR'S.

OH,
YEAH!
THOR WAS
WITH US!
HE WAS
VISITING
MOM*!

*THOR 371--R.M.

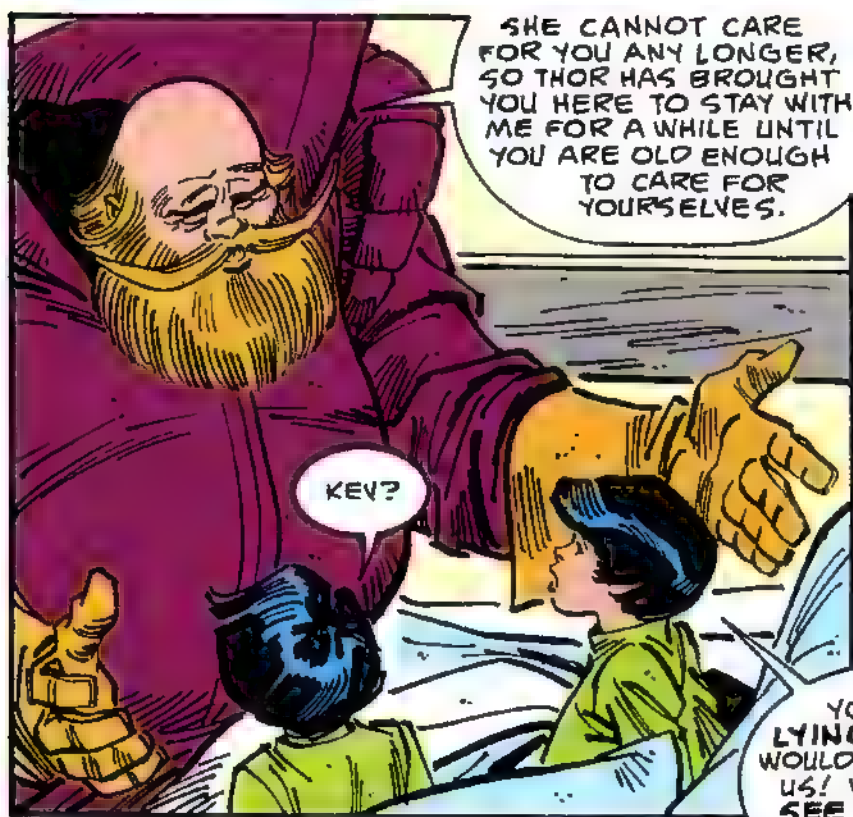


INDEED. AND
THOR BROUGHT
YOU HERE TO
ME.

BUT...
WHAT
ABOUT
MOM?

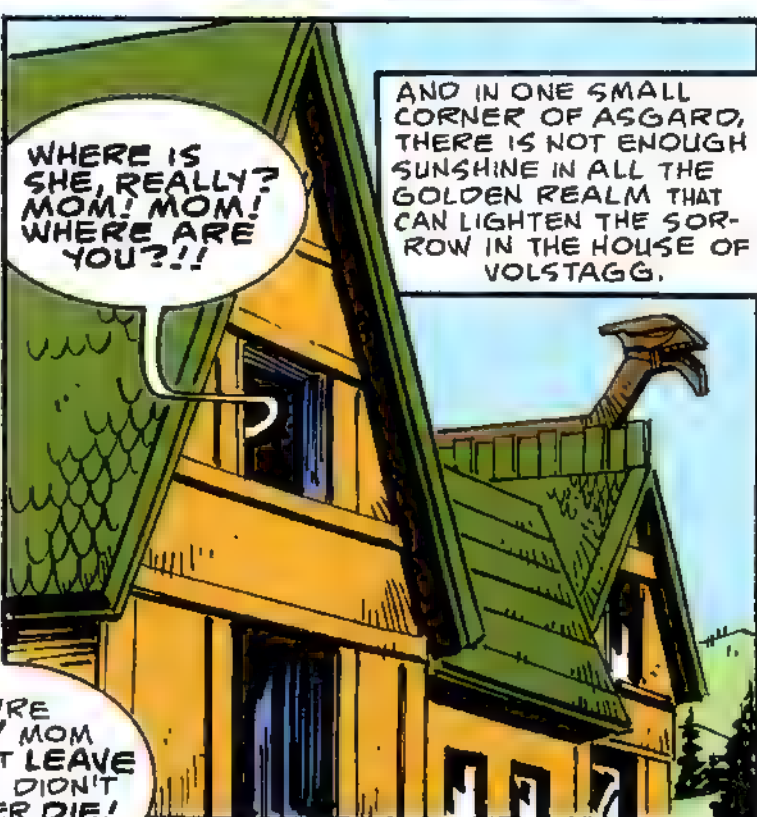
CHILDREN,
THIS IS THE
TIME FOR
COURAGE.

YOUR
MOTHER
WAS KILLED
BY AN
ASSASSIN.
THOR SLEW THE
ASSASSIN HIM-
SELF, BUT TOO
LATE TO
SAVE YOUR
MOTHER.



SHE CANNOT CARE
FOR YOU ANY LONGER,
SO THOR HAS BROUGHT
YOU HERE TO STAY WITH
ME FOR A WHILE UNTIL
YOU ARE OLD ENOUGH
TO CARE FOR
YOURSELVES.

KEV?

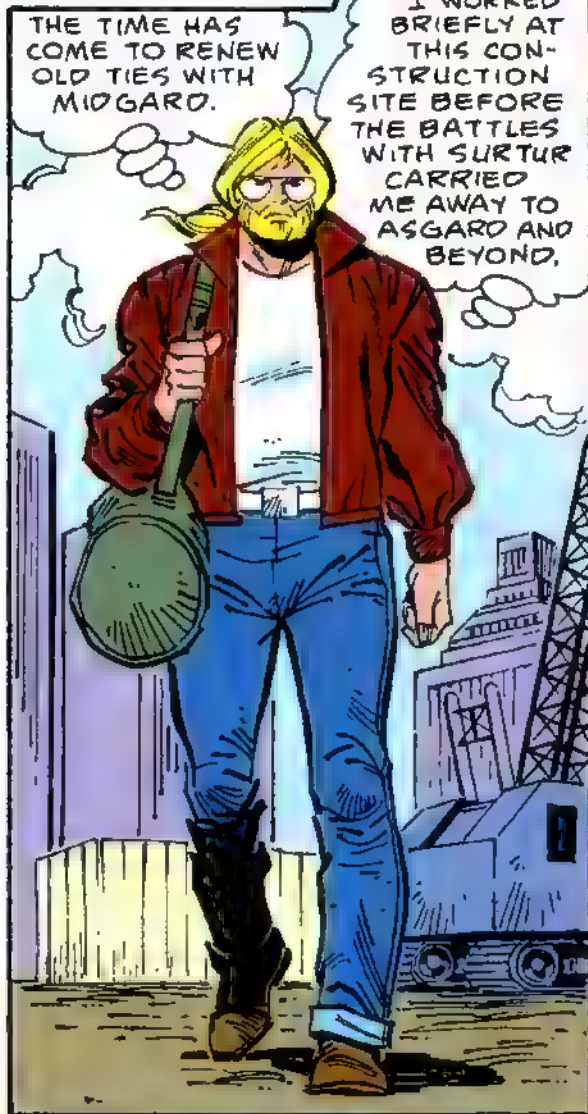


AND IN ONE SMALL
CORNER OF ASGARD,
THERE IS NOT ENOUGH
SUNSHINE IN ALL THE
GOLDEN REALM THAT
CAN LIGHTEN THE SOR-
ROW IN THE HOUSE OF
VOLSTAGG.

WHERE IS
SHE, REALLY?
MOM! MOM!
WHERE ARE
YOU?!!

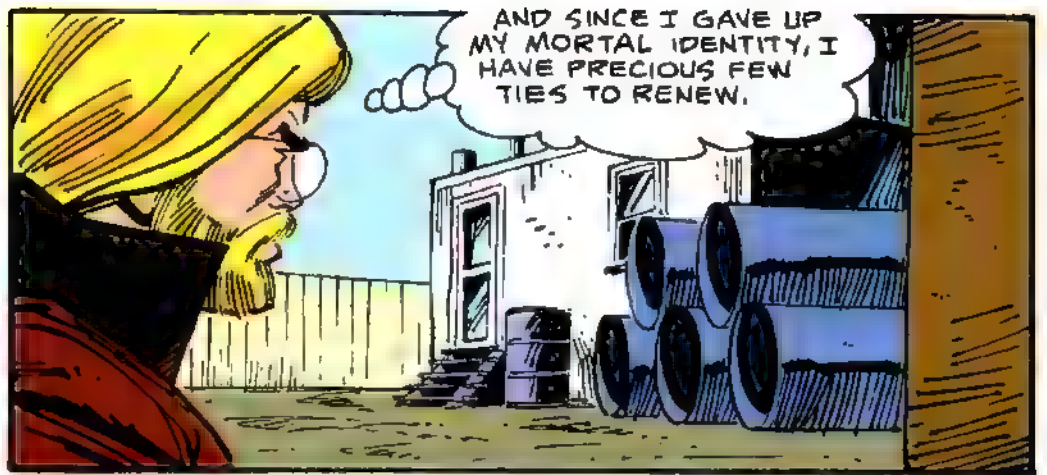
YOU'RE
LYING! MOM
WOULDN'T LEAVE
US! WE DIDN'T
SEE HER DIE!

ELSEWHERE, ON THE WEST SIDE OF LOWER MANHATTAN...



THE TIME HAS COME TO RENEW OLD TIES WITH MIDGARD.

I WORKED BRIEFLY AT THIS CONSTRUCTION SITE BEFORE THE BATTLES WITH SURTUR CARRIED ME AWAY TO ASGARD AND BEYOND.



AND SINCE I GAVE UP MY MORTAL IDENTITY, I HAVE PRECIOUS FEW TIES TO RENEW.



I WONDER IF THE FOREMAN, JERRY, WILL EVEN REMEMBER--

SIGURD JARLSON! YOU SON OF A GUN!

GREAT TO SEE YOU AGAIN! WHERE THE HECK HAVE YOU BEEN KEEPING YOURSELF?

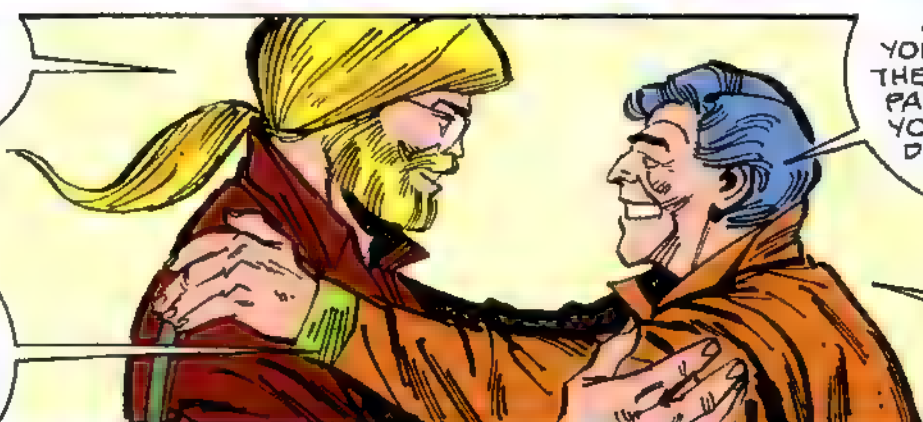
YOU LOOKIN' FOR WORK AGAIN? WE COULD USE A GOOD STEEPLE-JACK!

YOU SURE WENT UP THE LADDER IN A HURRY BEFORE WHEN THAT DRAGON KNOCKED US BACK TO SQUARE ONE*!

*THOR 341, old-timers!--Old Ralph.

YOU DON'T SEEM TO HAVE MADE MUCH PROGRESS SINCE I WAS LAST HERE.

LISTEN, BUSTER, IF YOU'D HAD A BUILDING KNOCKED DOWN AS MANY TIMES AS THIS ONE...



...YOU'D COUNT YOURSELF LUCKY THAT THE INSURANCE COMPANIES'D EVEN LET YOU IN THE FRONT DOOR, LET ALONE COVER YOU!

YOU KNOW, YOU'RE LOOKIN' A LITTLE PEAKED, SIGURD. LIKE MAYBE YOU LOST SOME WEIGHT.

AND THE BEARD IS NEW, TOO. DOESN'T LOOK BAD, ALTHOUGH I DON'T KNOW IF IT'S YOU!

FINE, JERRY, FINE. I REALLY JUST DROPPED BY TO SAY HELLO.

ON ACCOUNT OF US BEIN' OLD BUDDIES? C'MON, SIGURD, SPILL IT.

YOU OKAY?



WELL, ACTUALLY, MY FATHER... PASSED AWAY RECENTLY, I... I GUESS...

IT'S TOUGH TO GET LEFT ALONE, IS THAT IT? YOU GOT ANY OTHER FAMILY?

NOBODY... NEARBY.



WHAT ABOUT THE GIRL YOU SAVED*?

*THOR 341--R.M.

THAT...UH...
DIDN'T
EXACTLY
WORK
OUT.

NO CLOSE FRIENDS
EITHER, I'LL BET. YOU
LIVE OUT IN BAY RIDGE
BY YOURSELF,
RIGHT?

JERRY, I HADN'T
MEANT TO BRING
MY TROUBLES TO
YOU, TRULY. IT'S
GOOD TO SEE YOU,
BUT I THINK I
SHOULD...

HEY, LISTEN,
SIGURD. IT'S JUST
AFTER FIVE,
WE'RE SHUTTIN'
DOWN FOR
THE DAY.

WADDYA
SAY YOU COME
HOME WITH ME
AND GRAB A
BITE?

WELL,
REALLY,
I DON'T
THINK--

AH, BALONEY! THE OLD
LADY LOVES TO HAVE COM-
PANY! BESIDES, I RUN
THE SHIP!

SHORTLY...

COBBLE HILL'S
A NICE PLACE,
BUT MAYBE A
LITTLE TOO
FANCY THESE
DAYS.

WE WERE
LIVIN' HERE WHEN
ALL THESE
YUPPIES WERE
JUST BABY
BOOMERS.

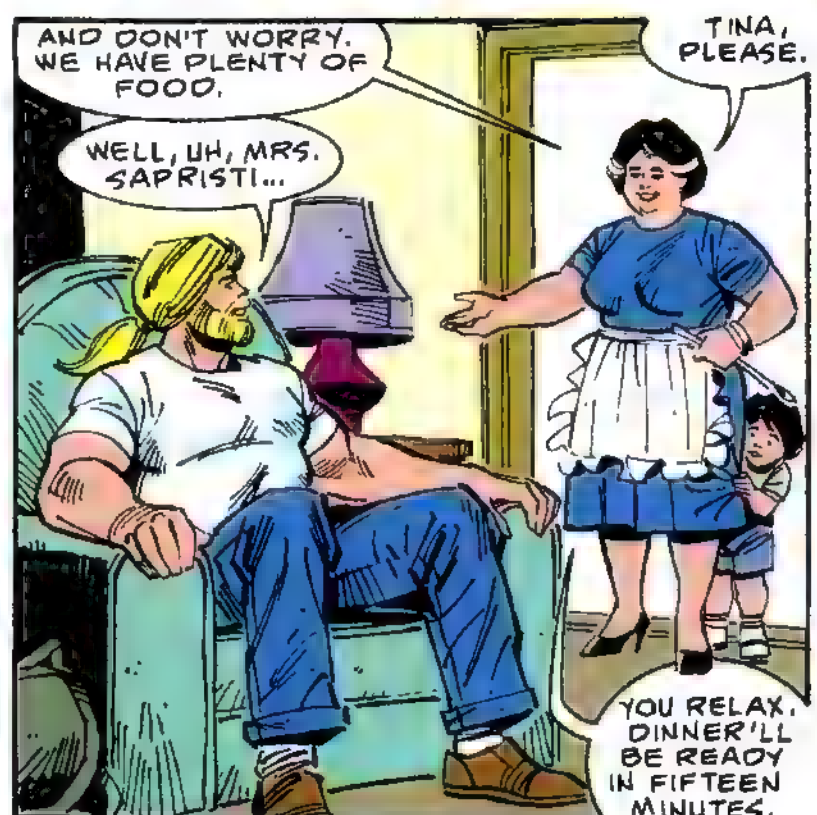
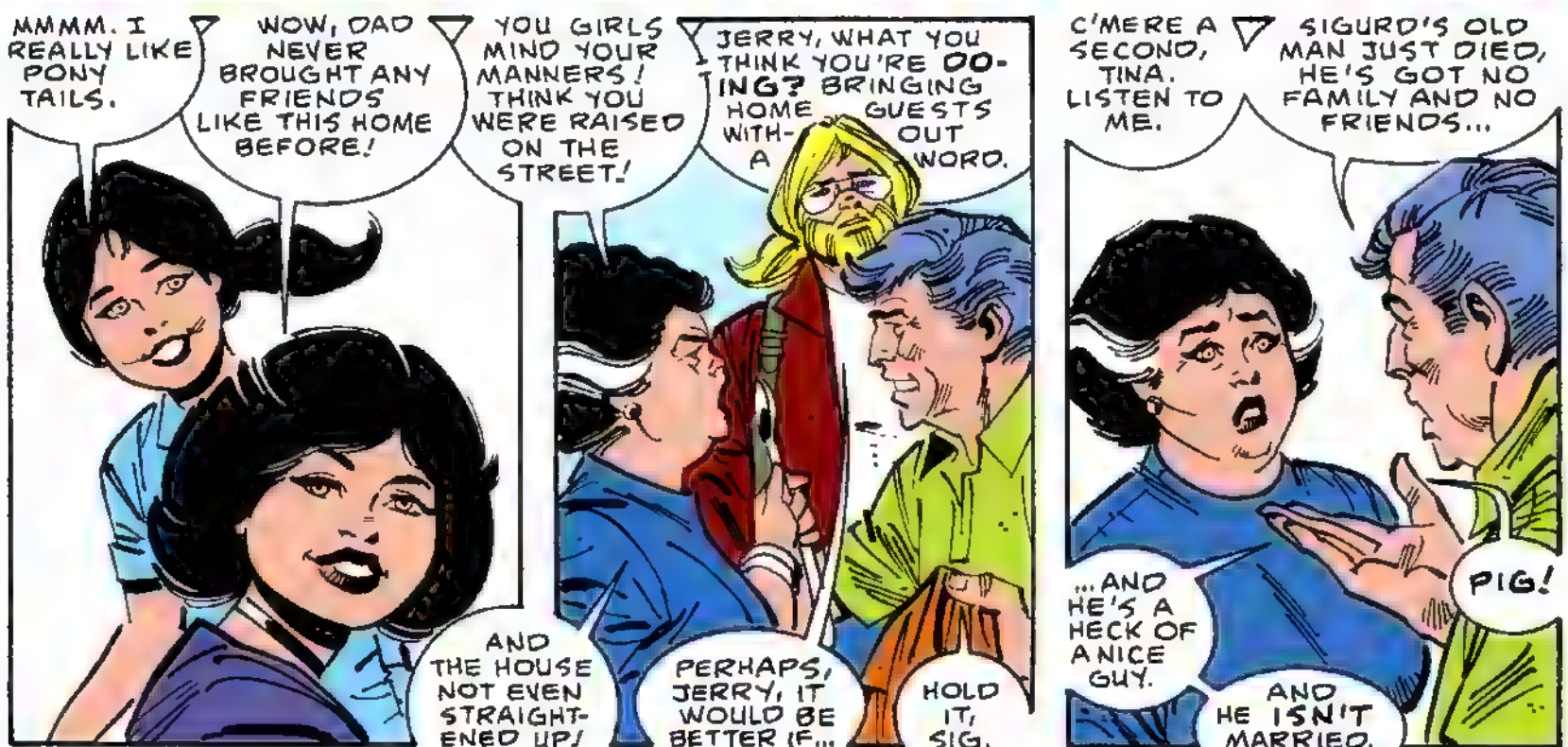
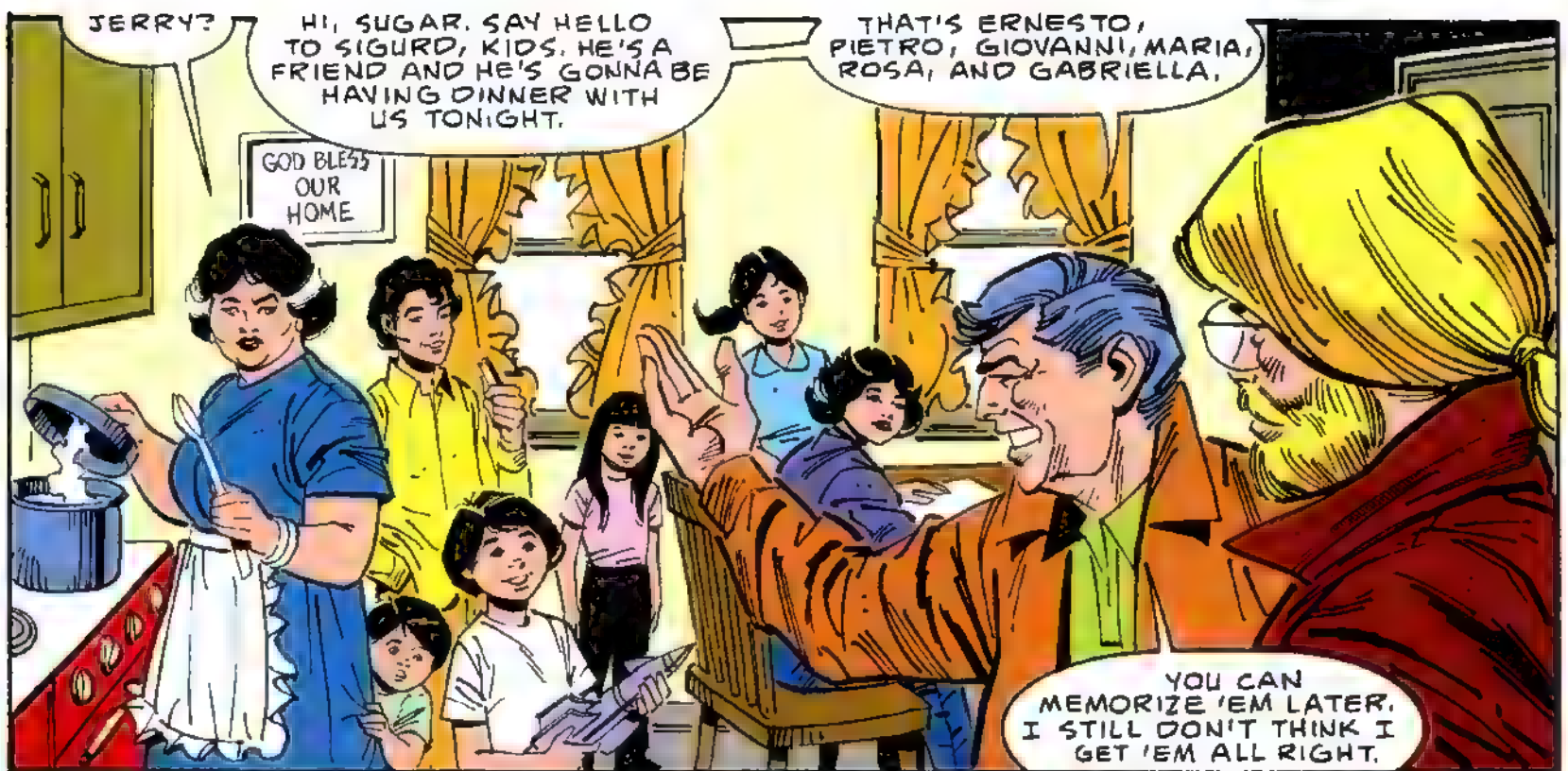
GOOD THING,
TOO! WE SURE
AS HECK COULDN'T
AFFORD THE
RENTS THEY'RE
PAYIN'.

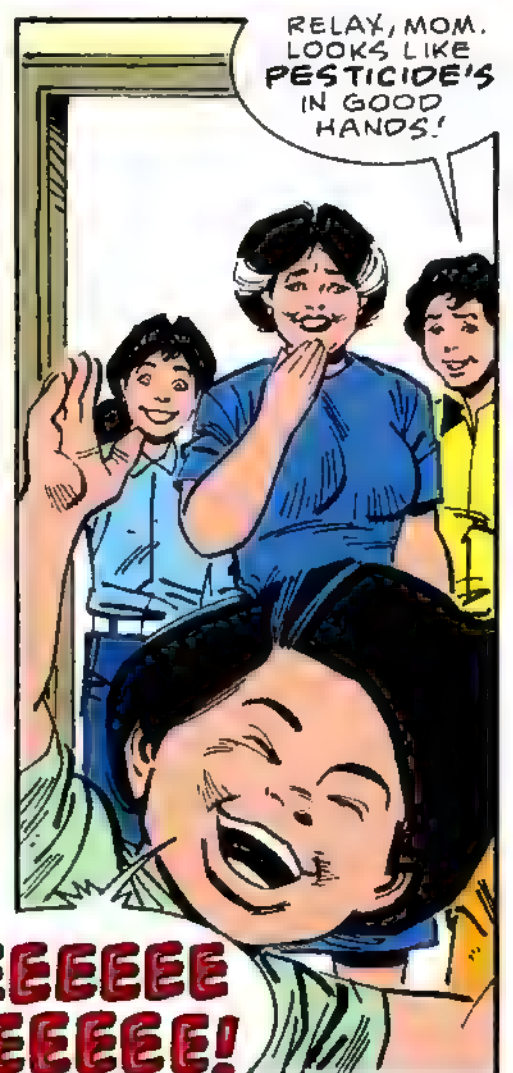
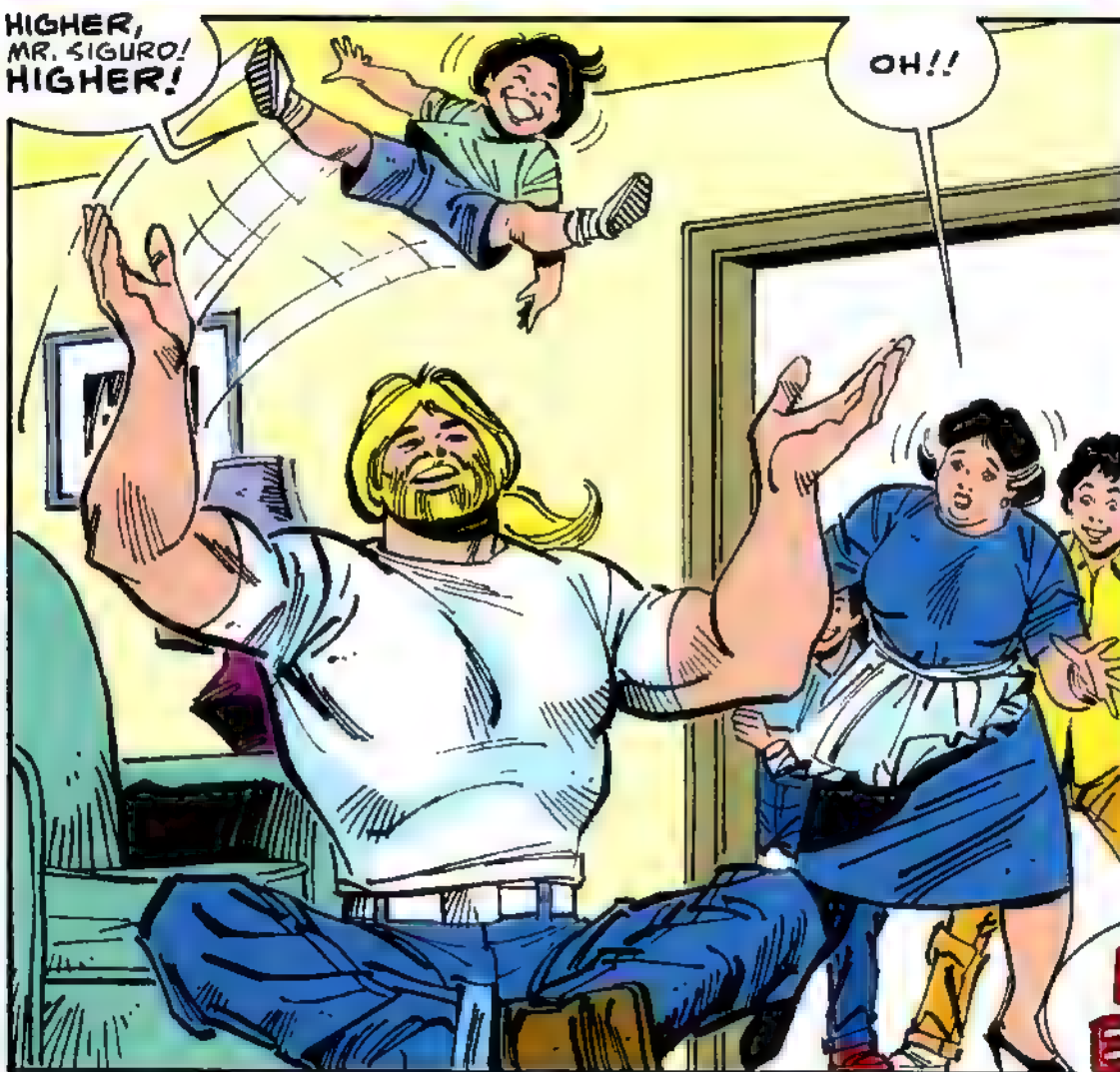
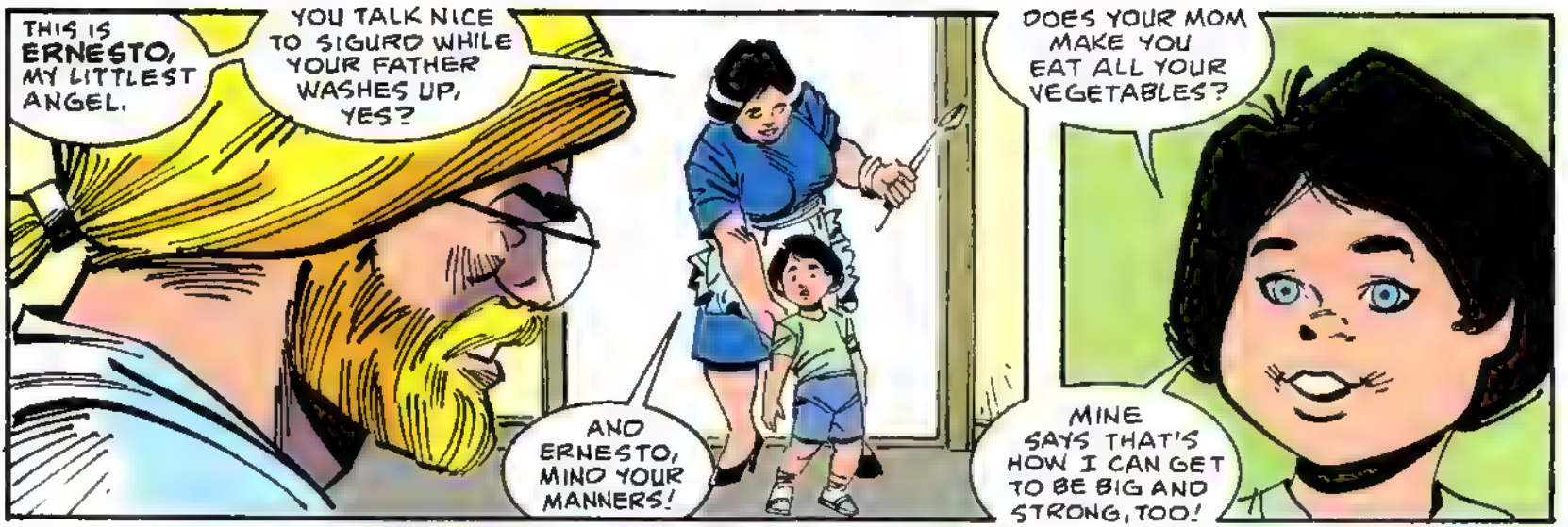
"BOUTIQUES"
INSTEAD OF
WOOLWORTH'S,
"CUISINE" IN-
STEAD OF
COFFEE
SHOPS.

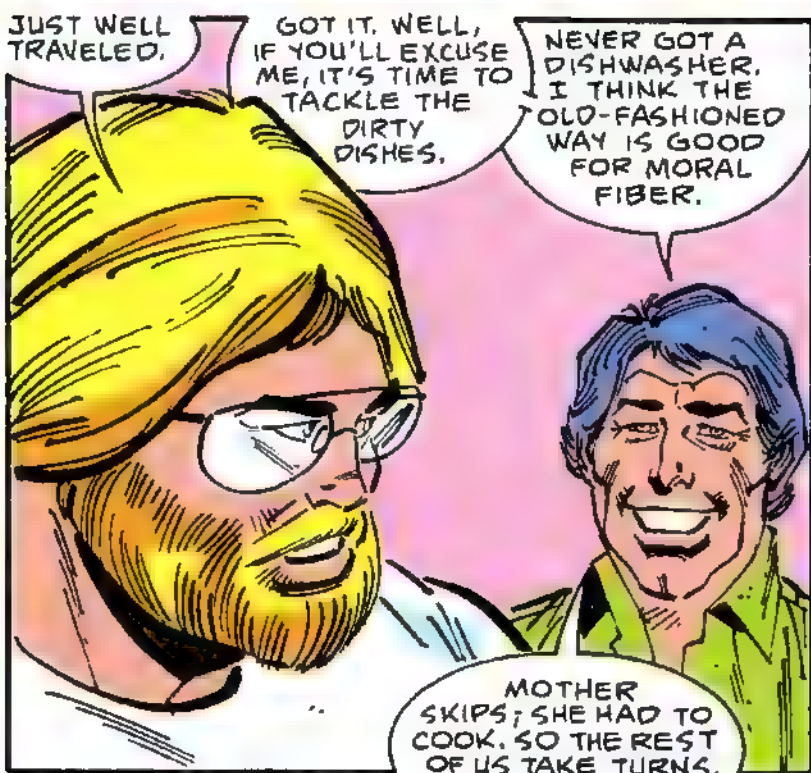
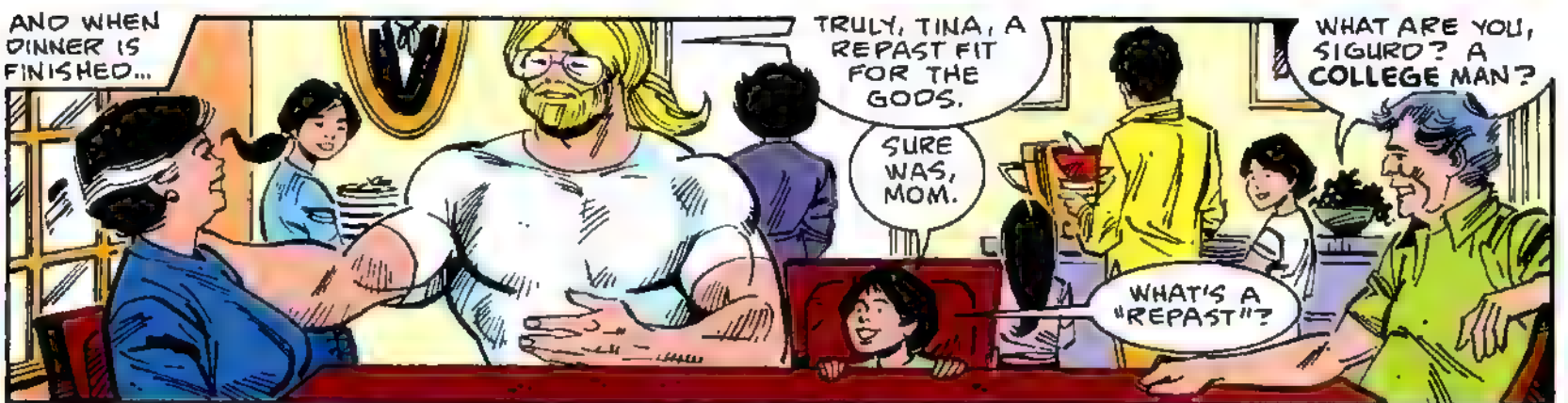
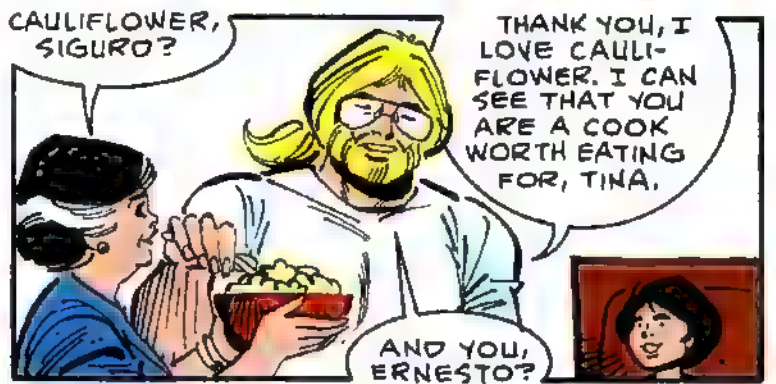
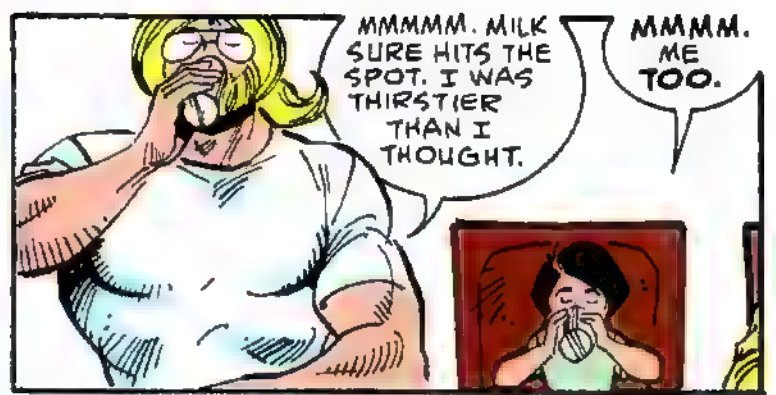
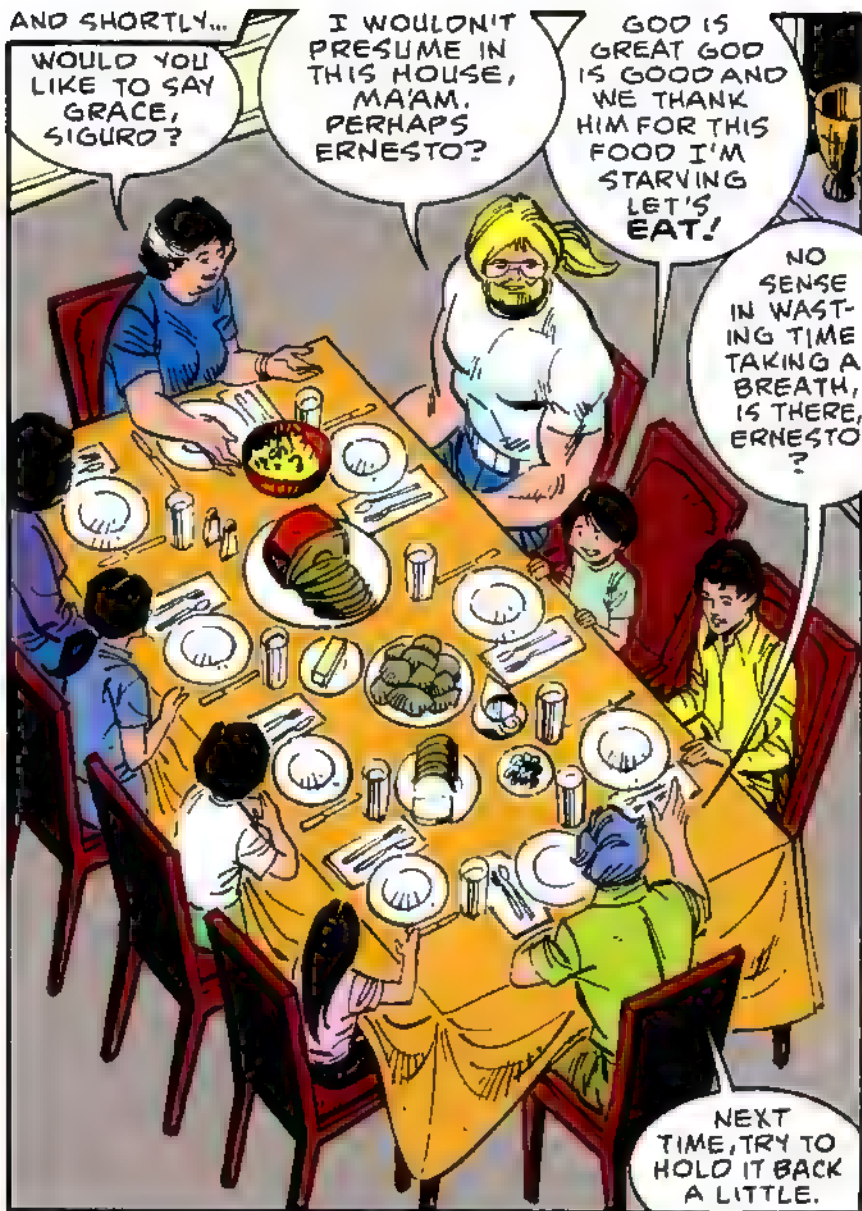
GETTIN'
TOO RICH
FOR MY
BLOOD.

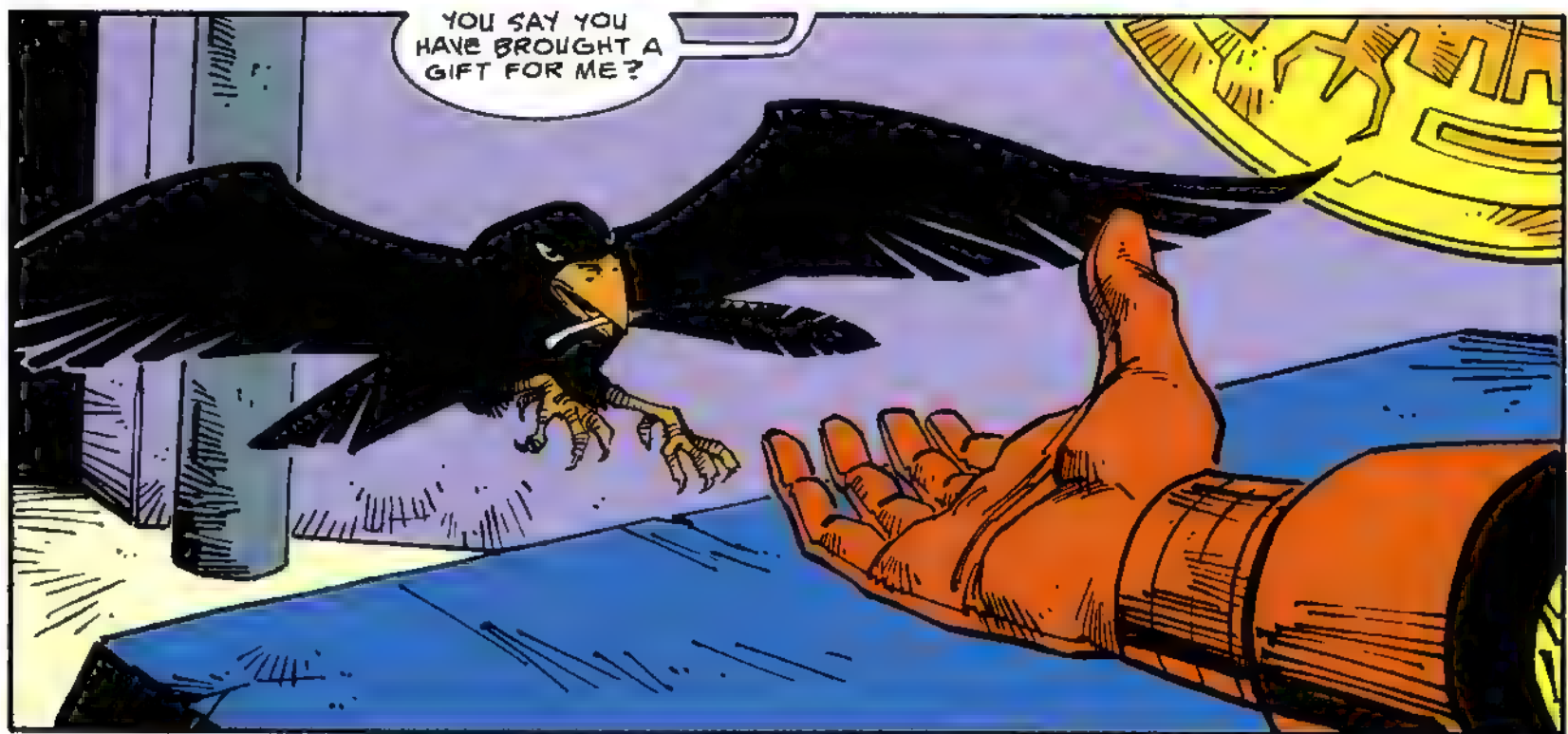
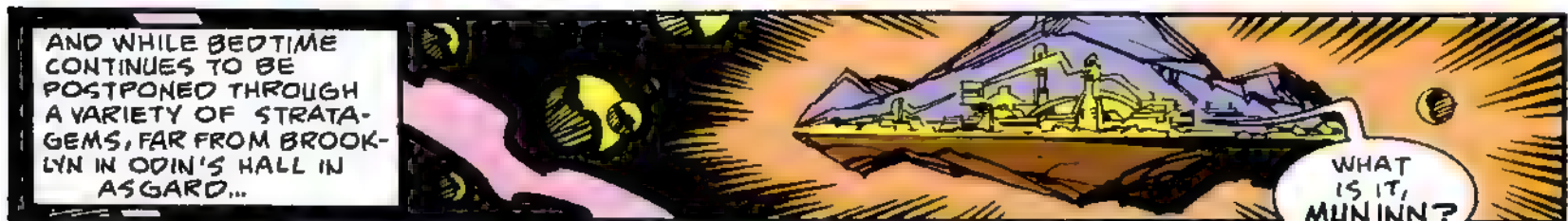
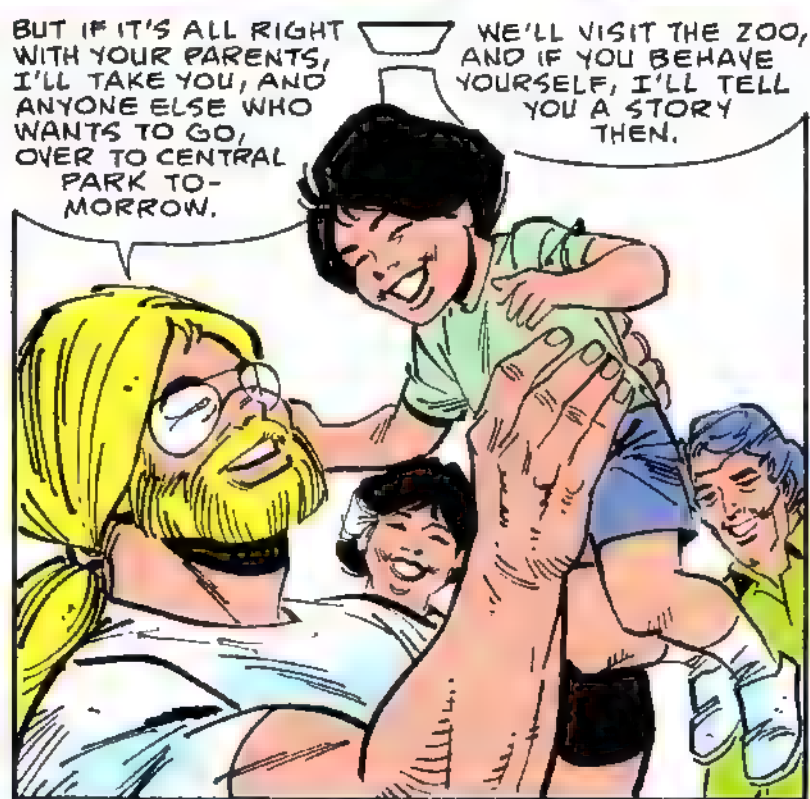
THEY
MUST
ALL BE
NUTS!

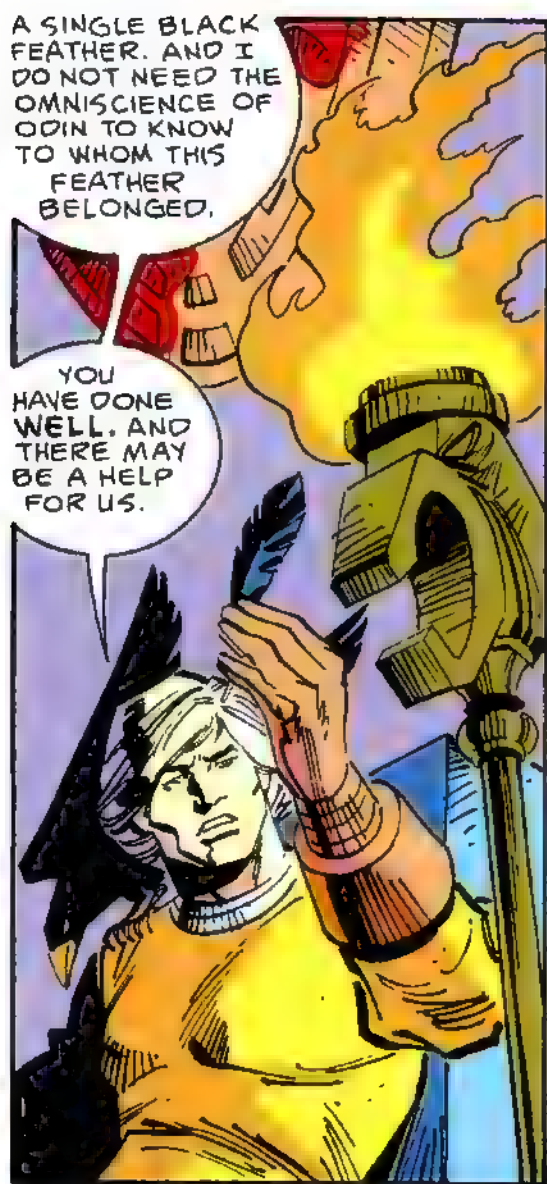
TINA,
HONEY, I'M
HOME! GOT
A FRIEND
WITH ME!











A SINGLE BLACK FEATHER. AND I DO NOT NEED THE OMNISCIENCE OF ODIN TO KNOW TO WHOM THIS FEATHER BELONGED.

YOU HAVE DONE WELL, AND THERE MAY BE A HELP FOR US.

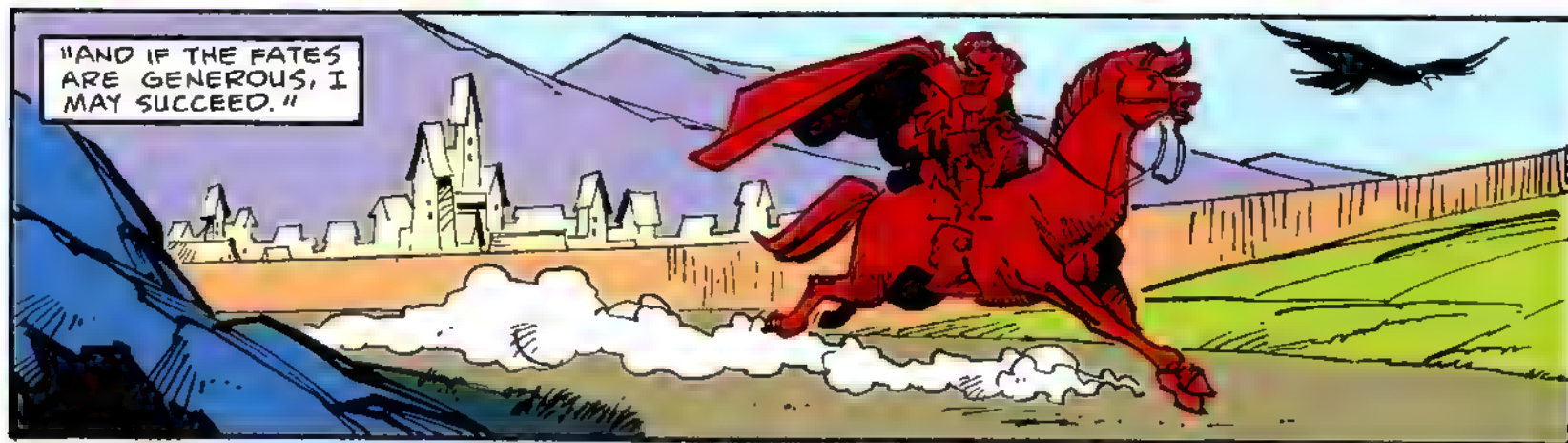


SUMMON HEIMDALL, MUNINN. QUICKLY.

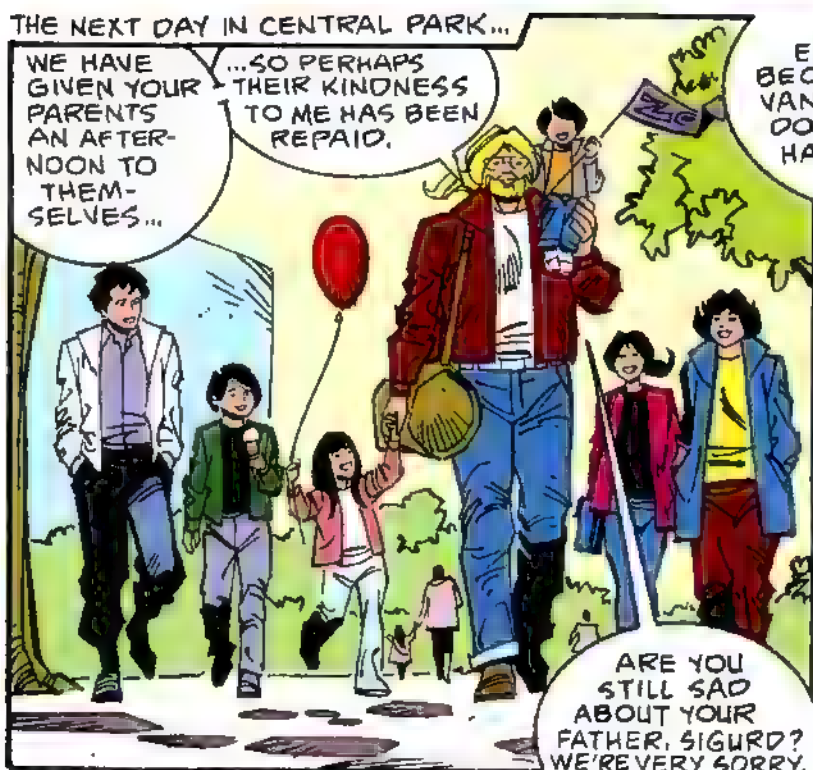
I HAVE COME, BALDER. WHAT CHARGE HAVE THEE FOR ME?

WATCH OVER ASGARD AS YOU ONCE WATCHED OVER THE RAINBOW BRIDGE, HEIMDALL.

MUNINN HAS SET A TASK BEFORE ME THAT ONLY I HAVE ANY HOPE OF ACHIEVING.



"AND IF THE FATES ARE GENEROUS, I MAY SUCCEED."



THE NEXT DAY IN CENTRAL PARK...

WE HAVE GIVEN YOUR PARENTS AN AFTER-NOON TO THEMSELVES...

...SO PERHAPS THEIR KINDNESS TO ME HAS BEEN REPAID.

ARE YOU STILL SAD ABOUT YOUR FATHER, SIGURD? WE'RE VERY SORRY.

THANK YOU, ERNESTO. I'M SAD BECAUSE MY FATHER VANISHED AND I DON'T KNOW WHAT HAPPENED TO HIM.

THEN MAYBE HE'LL COME BACK.

MAYBE SO. I GUESS I STILL HAVE HOPE, BUT I DON'T KNOW WHAT TO DO.



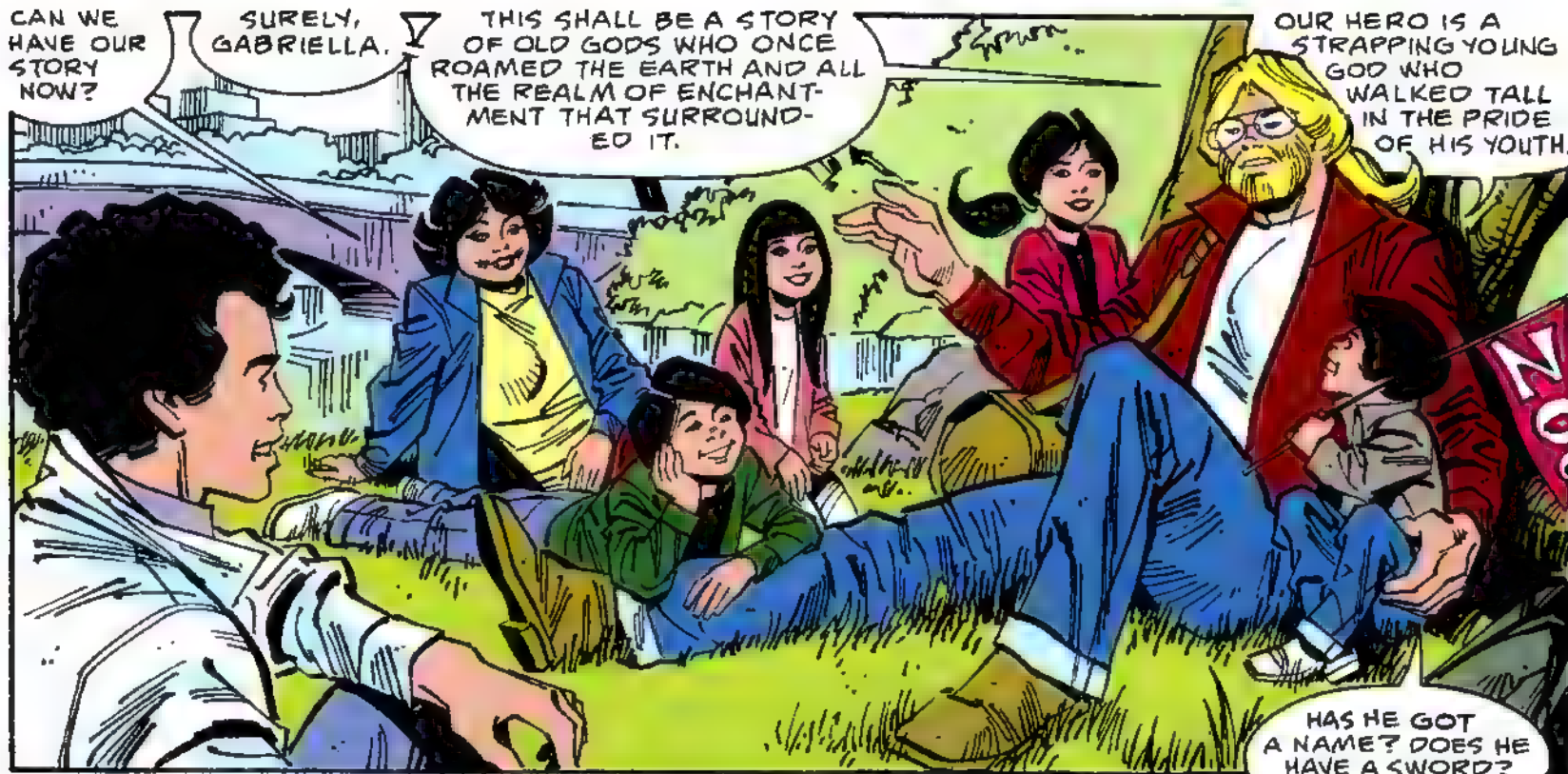
IT'S LIKE A STORY WITHOUT AN END.

CAN WE
HAVE OUR
STORY
NOW?

SURELY,
GABRIELLA.

THIS SHALL BE A STORY
OF OLD GODS WHO ONCE
ROAMED THE EARTH AND ALL
THE REALM OF ENCHANT-
MENT THAT SURROUND-
ED IT.

OUR HERO IS A
STRAPPING YOUNG
GOD WHO
WALKED TALL
IN THE PRIDE
OF HIS YOUTH.



HAS HE GOT
A NAME? DOES HE
HAVE A SWORD?

"HIS NAME, ERNESTO, WAS THOR.

"AND INSTEAD OF A SWORD,
HE CARRIED A MIGHTY
HAMMER WITH WHICH HE
FOUGHT AND SLEW HIS
ENEMIES, THE FROST
GIANTS.

"IT WAS
DUSK
WHEN
HE CAME
TO THE
RIVER...

"...AND ON THE FAR
SIDE IN THE SHADOWS,
HE COULD JUST
MAKE OUT THE
FERRY AND THE
FERRYMAN."

"HE HAD BEEN OUT
KILLING GIANTS
AND WAS HEAD-
ING HOME.



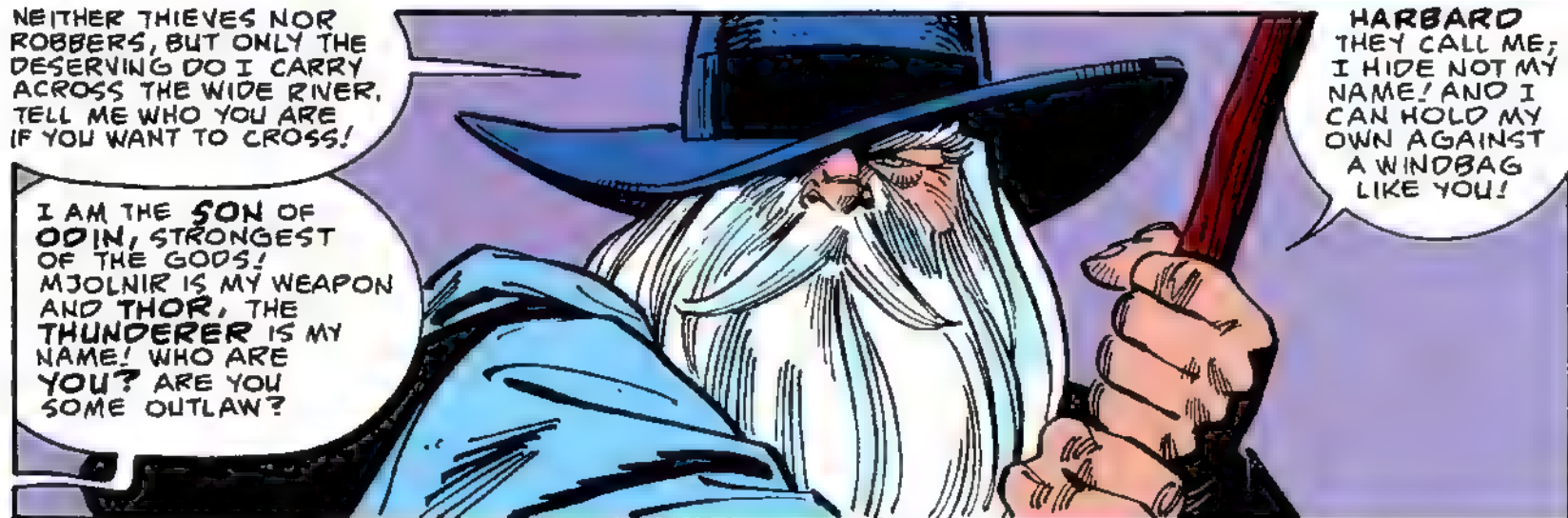
HO, FERRYMAN, COME
AND CARRY ME
ACROSS THIS WIDE RIVER.
I'LL PAY YOU
WELL.

HUMPH!
BEGGAR'S RAGS.
TATTERS. I DOUBT
YOU HAVE A PLACE TO
CALL YOUR OWN!

NEITHER THIEVES NOR
ROBBERS, BUT ONLY THE
DESERVING DO I CARRY
ACROSS THE WIDE RIVER.
TELL ME WHO YOU ARE
IF YOU WANT TO CROSS!

I AM THE SON OF
ODIN, STRONGEST
OF THE GODS!
MJOLNIR IS MY WEAPON
AND THOR, THE
THUNDERER IS MY
NAME! WHO ARE
YOU? ARE YOU
SOME OUTLAW?

HARBARD
THEY CALL ME;
I HIDE NOT MY
NAME! AND I
CAN HOLD MY
OWN AGAINST
A WINDBAG
LIKE YOU!



WHAT?!! YOU'RE NOT WORTH THE TROUBLE OF WADING AND GETTING WET, BUT I'LL REPAY YOU WHEN I'VE CROSSED!



BAH. I'LL WAIT FOR YOU. YOU HAVEN'T FOUGHT ANYONE AS STRONG AS ME SINCE YOU MET HRUNGIR THE GIANT!

I LAID HIM OUT LIFELESS WITH A SINGLE BLOW, FERRYMAN. WHAT HAVE YOU DONE?

I'VE MAGICED WOMEN AND SET PRINCE AGAINST PRINCE! WAR IS WHAT I'VE CAUSED, THOR. AND WHAT HAVE YOU DONE?

I SLEW THE GIANTS' WOMEN WHO WOULD HAVE SLAIN MANKIND! NOW COME! ROW ME ACROSS!

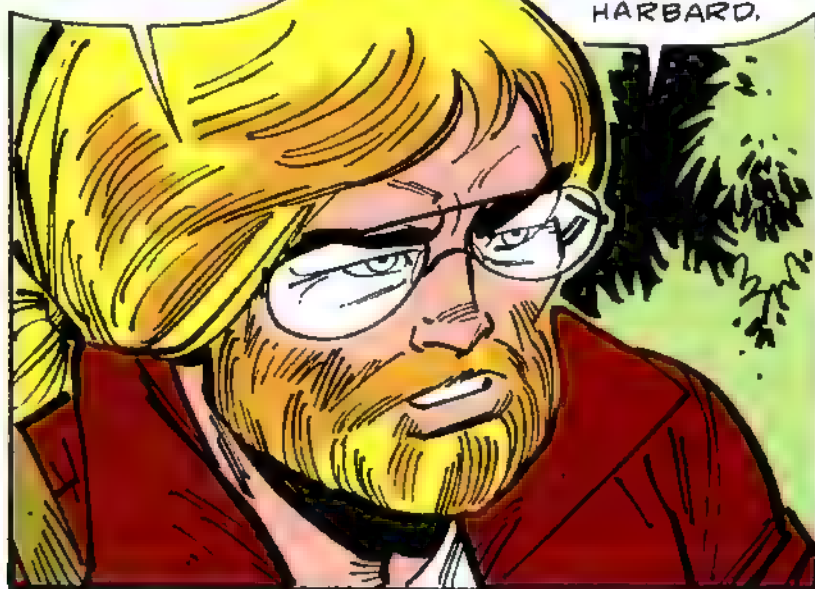


NEVER, WHO WOULD TRUST THOR OATH-BREAKER?

WHAT, YOU LYING FELLOW?!! THE WORD OF THOR IS HIS BOND!

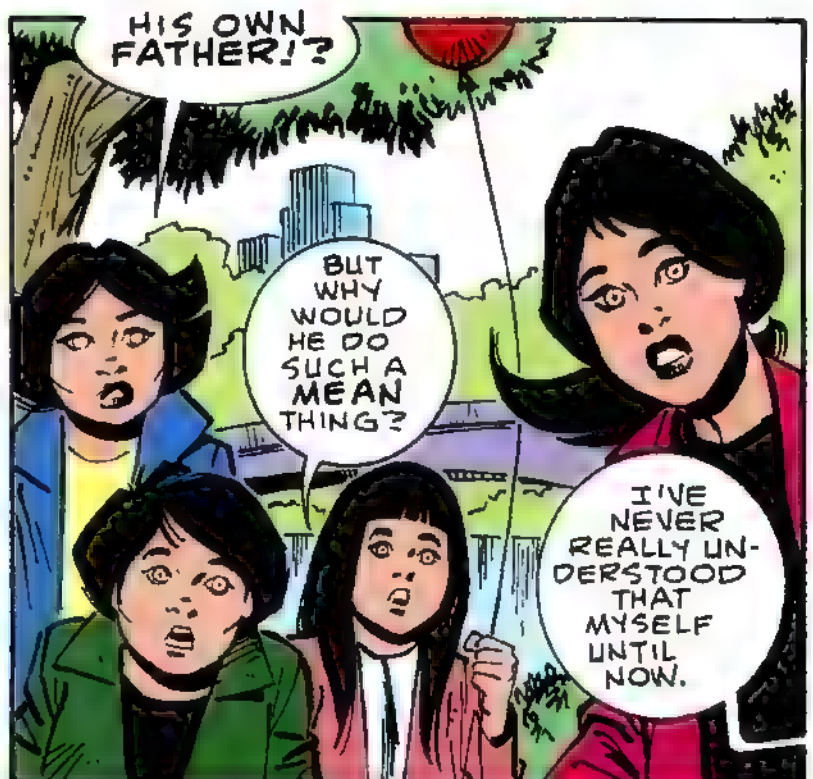
THEN SWEAR TO SOMEONE ELSE, I'M NOT ROWING YOU ACROSS TODAY.

THUS WAS THOR THE HERO FORCED TO WALK THE WEARY WAY ROUND THE RIVER AND LONG WAS HE IN HIS HOMECOMING.



AND WHEN HE REACHED HIS HALLS, HE FOUND THE FERRYMAN BEFORE HIM, HIS OWN FATHER, ODIN, WHO HAD BEEN DISGUISED AS HARBARD.

HIS OWN FATHER!?



BUT WHY WOULD HE DO SUCH A MEAN THING?

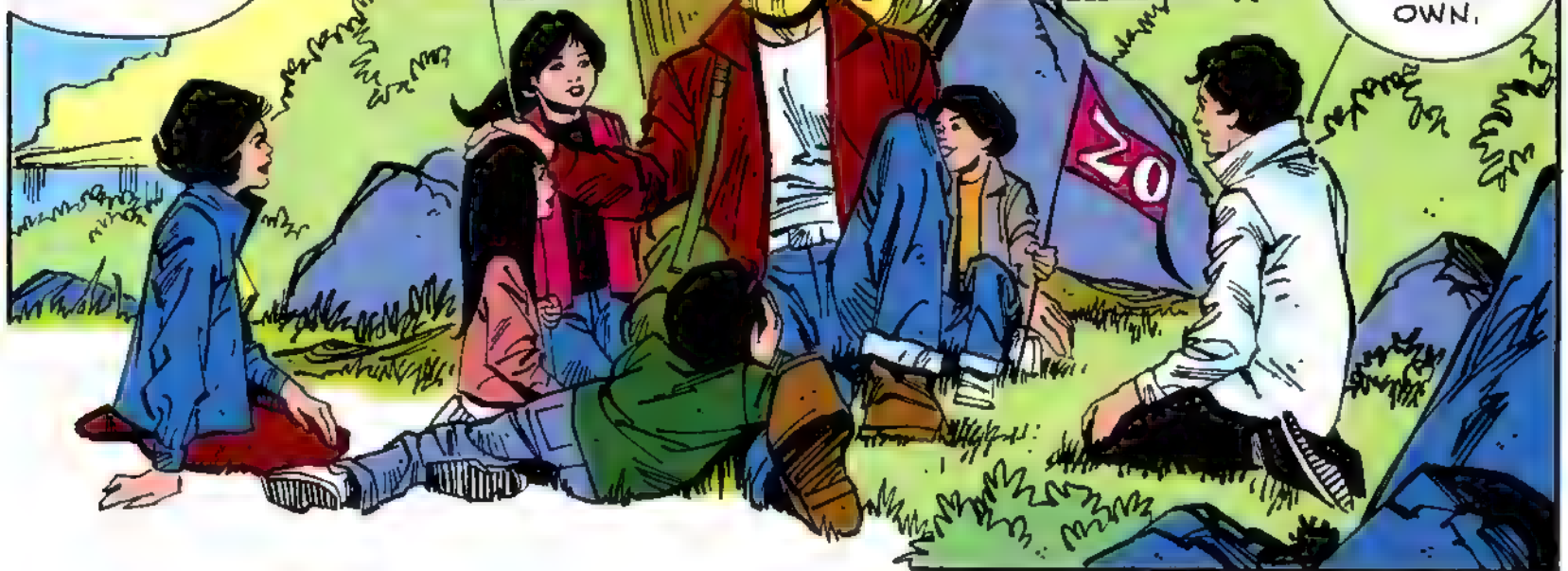
I'VE NEVER REALLY UNDERSTOOD THAT MYSELF UNTIL NOW.

PARTLY, IT WAS THE GAME. ODIN LOVED TO ROAM ABOUT THE NINE WORLDS. AND HE LOVED TO PUT ON DISGUISES AND FOOL PEOPLE.

BUT PERHAPS HE ALSO WANTED HIS SON THOR TO KNOW THAT IN THE END, YOU HAVE ONLY YOURSELF TO RELY ON.

NO MATTER WHO YOU ARE, NO ONE CAN CARRY YOU ACROSS THE RIVER. NOT YOUR FATHER, NOT YOUR MOTHER, NOT YOUR GIRL OR BOY FRIEND.

YOU HAVE TO WALK THROUGH THE SHADOWS ON YOUR OWN.





HOW 'BOUT
'NOTHER
STORY?

YES.
ONE WITH
DRAGONS!

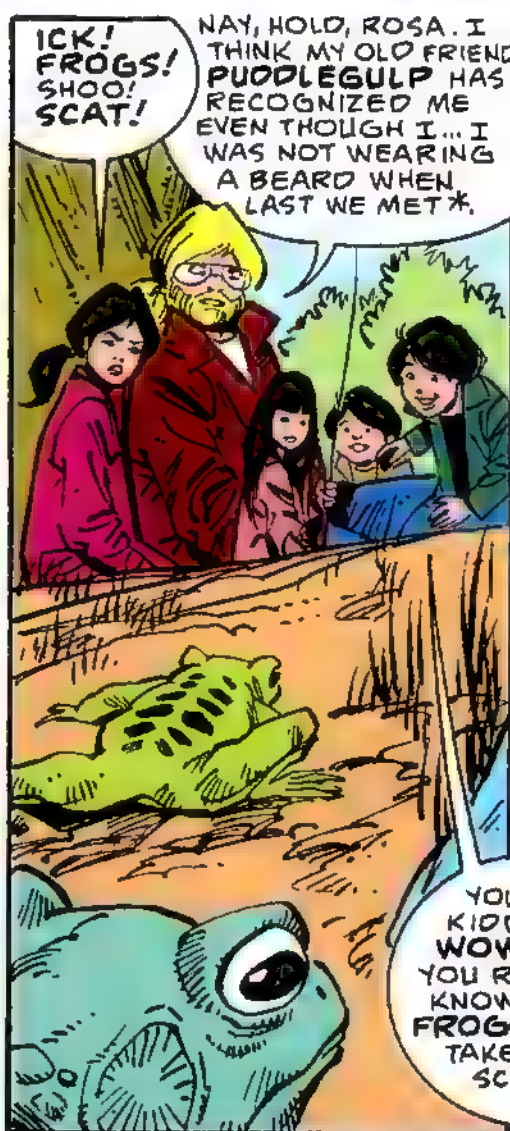
AND
ELVES!

YOU
CHILDREN
ARE WORSE
THAN SMALL
TROLLS!



VERY WELL.
HOW ABOUT A
STORY OF A
LONELY
MOUNTAIN
--?

RIBBIT!
RIBBIT!



ICK!
FROGS!
SHOO!
SCAT!

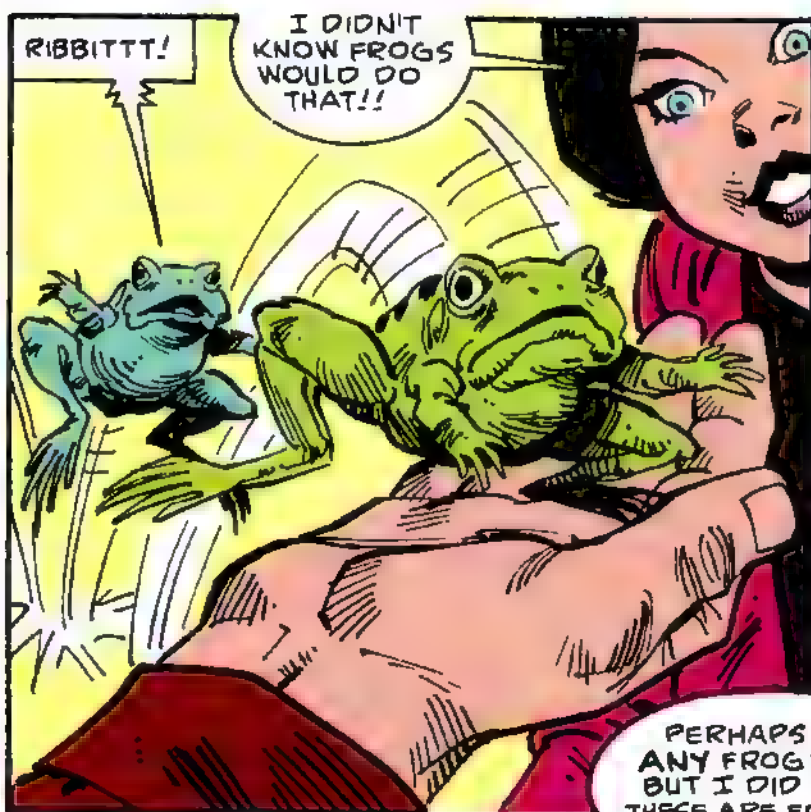
NAY, HOLD, ROSA. I
THINK MY OLD FRIEND
PUDDLEGULP HAS
RECOGNIZED ME
EVEN THOUGH I... I
WAS NOT WEARING
A BEARD WHEN
LAST WE MET*.

I DOUBT IF
THEY WOULD
CARE TO
LEAVE THE
RESERVOIR
HERE IN
THE PARK,
ERNESTO.

BUT WE CAN
SAY HELLO
TO THEM.
COME, PUDDLE-
GULP, COME,
BUGEYE!

YOU'RE
KIDDIN'!!
WOW! DO
YOU REALLY
KNOW SOME
FROGS? CAN I
TAKE 'EM TO
SCHOOL?

*He sure wasn't! Thor was a frog then,
too--THOR 364/365--Recappin' Rafe.



RIBBITTT!

I DIDN'T
KNOW FROGS
WOULD DO
THAT!!

PERHAPS NOT
ANY FROG WOULD,
BUT I DID SAY
THESE ARE FRIENDS!



CHUG-CHUG!!
RIBBIT!

A-RUMMPHE!!
A-RUMMPHE!!

WOW!
ARE THEY
TALKING
TO YOU?

DON'T
BE SILLY,
ERNESTO!
FROGS
CAN'T
TALK!

WHAT??
AND WHEN
DID THIS
HAPPEN?

NEEEEEEEEP!
NEEEEEEEEP!

VERY WELL,
PUDDLEGULP. YOU
AND BUGEYE GET
BACK TO THE OTHERS
AND STAY UNDER
COVER FOR A
WHILE.

I'LL
TRY TO
DISCOVER
THE TRUTH OF
THE MAT-
TER.

THEN
AGAIN,
MAYBE
FROGS
CAN
TALK.

SIGURO?

TESTING!
TESTING!
EARTH TO
SIGURO!

WHAT? OH,
I AM SORRY,
PIETRO. I WAS
THINKING OF
SOMETHING
ELSE.

LISTEN,
CHILDREN,
I AM
GOING TO
HAVE TO
SEND YOU
HOME.

SOMETHING
TERRIBLE
SEEMS TO
BE HAPPENING
AND I MUST LOOK
INTO IT. I'M ...
I'M A SORT OF
UNDERCOVER
POLICEMAN--

WHO
TALKS TO
FROGS?

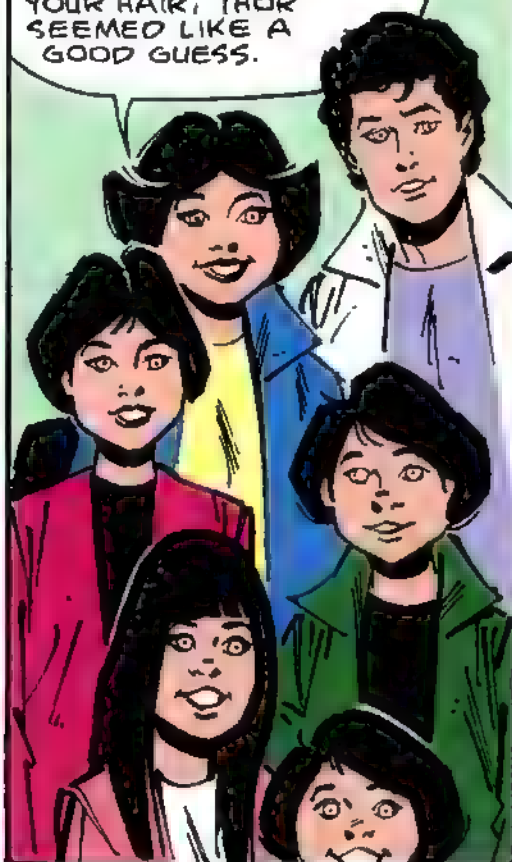
YES. WELL, THERE
ARE MANY KINDS OF
POLICEMEN. YOU
SEE--



DON'T
WORRY,
THOR. YOUR
SECRET'S
SAFE WITH US.

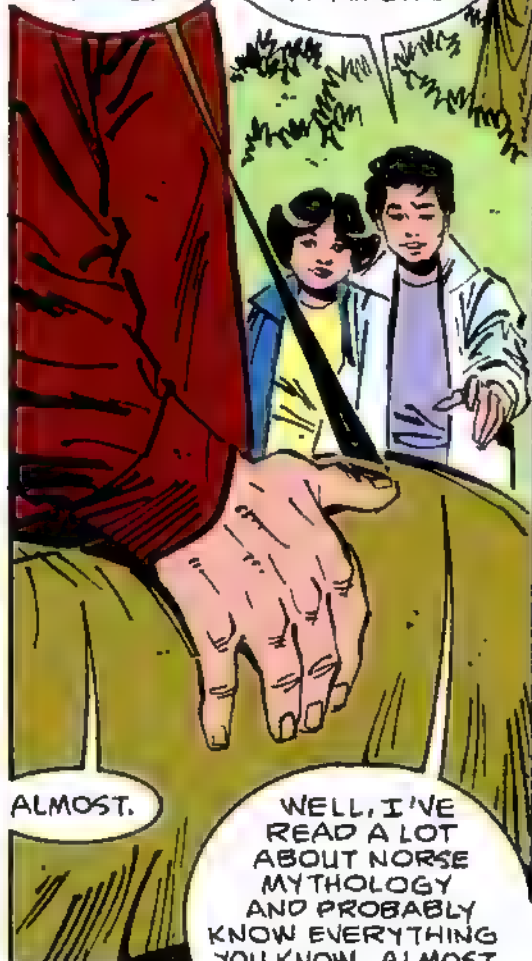
WHAT?

POPPA ONCE THOUGHT
YOU WERE SPIDER-MAN,
BUT YOU'RE TOO BIG
FOR THAT. AND WITH
YOUR HAIR, THOR
SEEMED LIKE A
GOOD GUESS.



BESIDES, WE
SNUCK A LOOK
INSIDE YOUR
BAG LAST
NIGHT WHILE
YOU WERE
WASHING
DISHES.

ARE YOU
REALLY THE
ONLY ONE WHO
CAN LIFT YOUR
HAMMER?



ALMOST.

WELL, I'VE
READ A LOT
ABOUT NORSE
MYTHOLOGY
AND PROBABLY
KNOW EVERYTHING
YOU KNOW. ALMOST.

THEN YOU KNOW THAT I AM THE GUARDIAN OF MANKIND AND WHEN DANGER THREATENS, I MUST GO.

BUT FIRST I MUST SEND YOU HOME.

OH YEAH?! HOW?

MAGIC.

REALLY? AWESOME!!

NOW HOLD TIGHTLY TO EACH OTHER AND DON'T MOVE UNTIL YOU'RE IN COBBLE HILL.

THOR, YOU MAY HAVE TO WALK ALONE, BUT YOU DON'T HAVE TO BE ALONE. WILL YOU COME SEE US AGAIN?

PROMISE, ROSA.

WAIT A MINUTE. I'VE READ THE STORIES. ARE YOU REALLY GOING TO DIE WHEN YOU FIGHT THE MID-GARD SERPENT?

NOT EVERY OLD STORY IS TRUE, PIETRO.

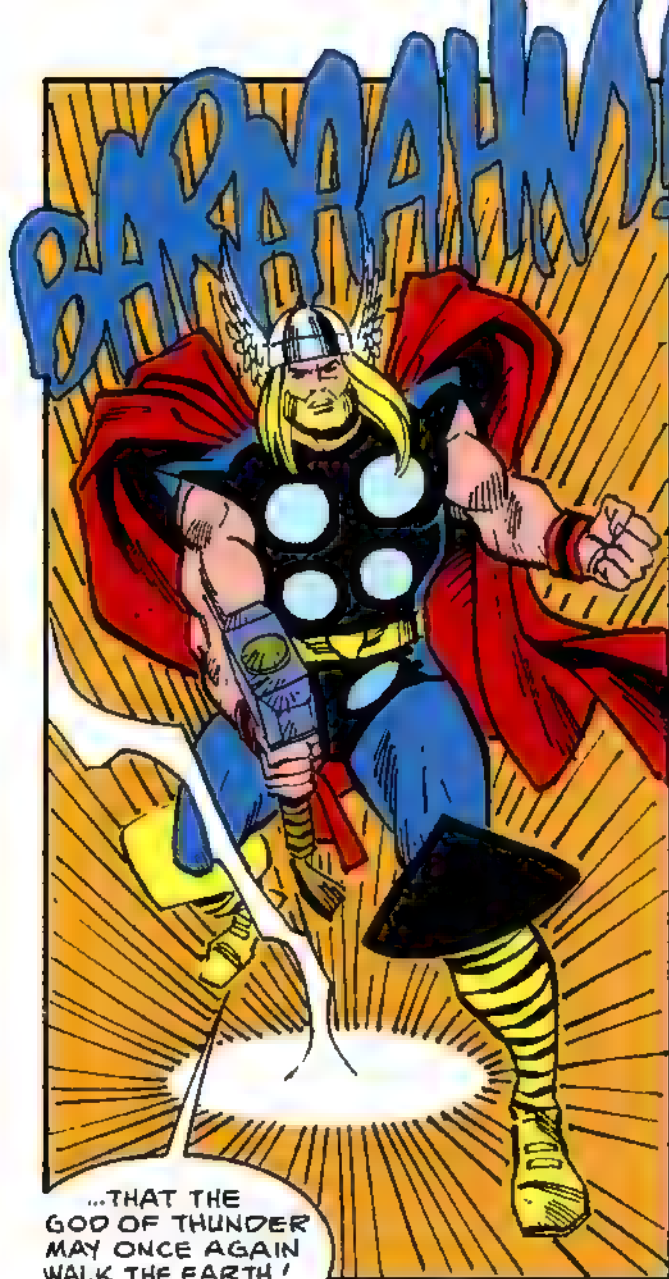
A SIMPLE DIMENSIONAL VORTEX WILL SPIRIT YOU HOME IN THE BLINK OF AN EYE.

SHOOORAM!

HARBARD, MY SLY FATHER, I MAY YET RECONCILE MYSELF TO BOTH HOPE AND IGNORANCE.

NOW LET THE ENCHANTMENT WITHIN MJOLNIR BE RELEASED...

AND MAYBE NOT EVERY OLD STORY TELLS A LIE EITHER.



...THAT THE
GOD OF THUNDER
MAY ONCE AGAIN
WALK THE EARTH!

FAR BENEATH
THE STREETS
OF MANHATTAN
IS A NETWORK
OF TUNNELS
INHABITED
BY STRANGE
BEINGS.

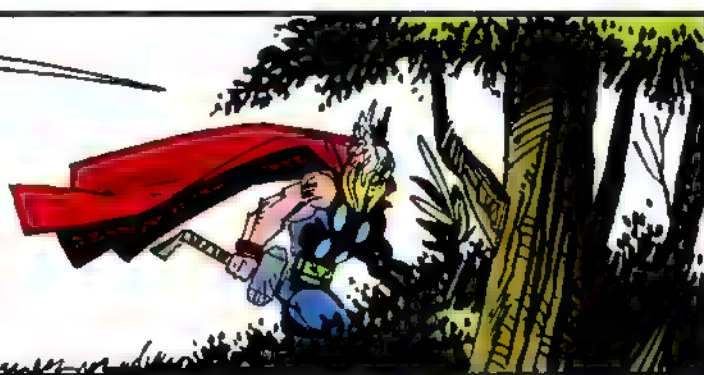


I MYSELF HAVE MET
AT LEAST ONE OF THE
INHABITANTS, A PIPER
WHOSE ENCHANTED
PLAYING COULD COM-
MAND ANIMALS SUCH
AS HIS PET
ALLIGATORS*.

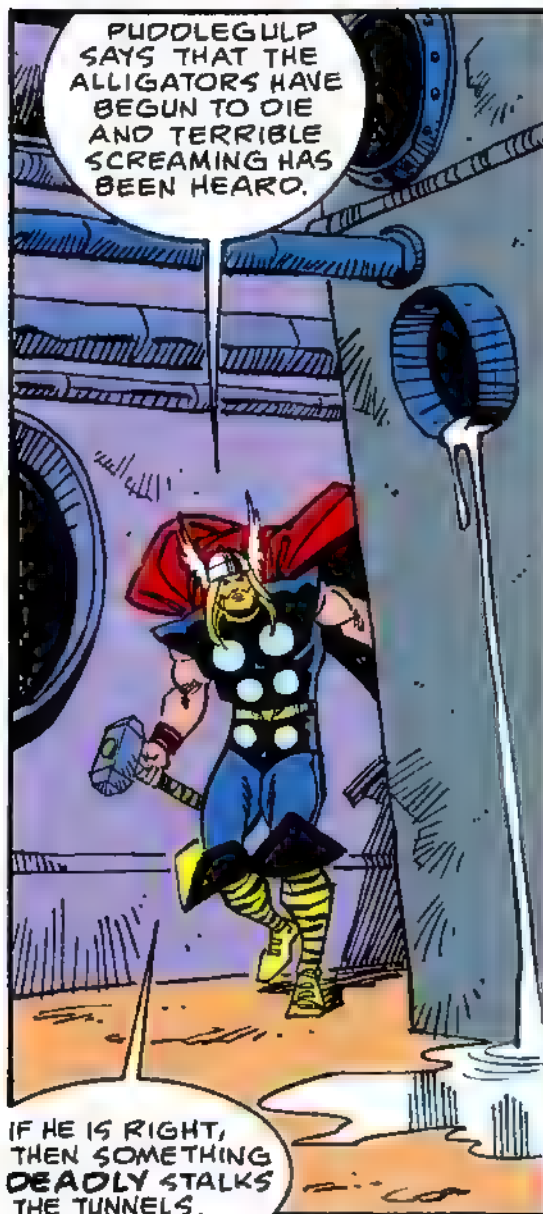
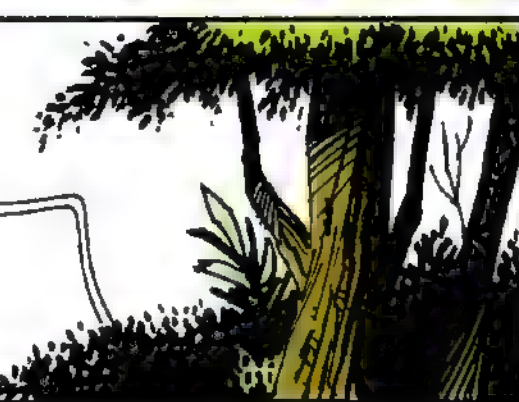
*Thor met Piper in THOR 365--R.M.

HE WAS A
STRANGE BUT
HONORABLE
MAN.

AND
APPARENTLY,
THERE WERE
MANY OTHER
DWELLERS
IN THE DARK
AS WELL.



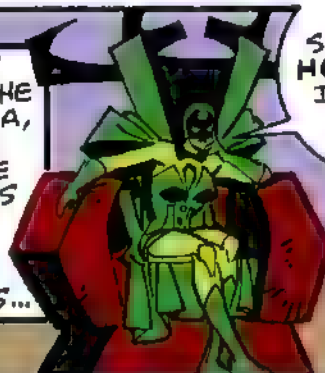
THE HIDDEN
ENTRANCE HERE
BESIDE THE GREAT
LAWN WILL TAKE
ME BENEATH THE
CITY TO FIND THE
ANSWER TO
THIS RIDDLE.



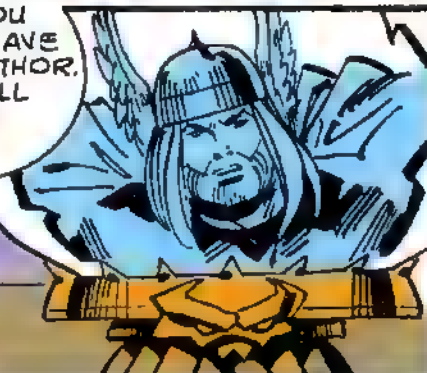
PUDDLEGULP
SAYS THAT THE
ALLIGATORS HAVE
BEGUN TO DIE
AND TERRIBLE
SCREAMING HAS
BEEN HEARD.

IF HE IS RIGHT,
THEN SOMETHING
DEADLY STALKS
THE TUNNELS.

AND FAR AWAY
FROM EARTH, THE
GODDESS HELA,
RULER OF THE
REALM OF THE
DEAD, WATCHES
THOR MOVE
DEEPER AND
DEEPER INTO
THE DARKNESS...



SO YOU
STILL HAVE
HOPE, THOR.
I SHALL
CURE
THAT.



LITTLE DO YOU
SUSPECT THAT
YOUR MOMENTARY
WEAKNESS AS YOU
RETURNED TO
EARTH WAS A
GIFT FROM
ME.

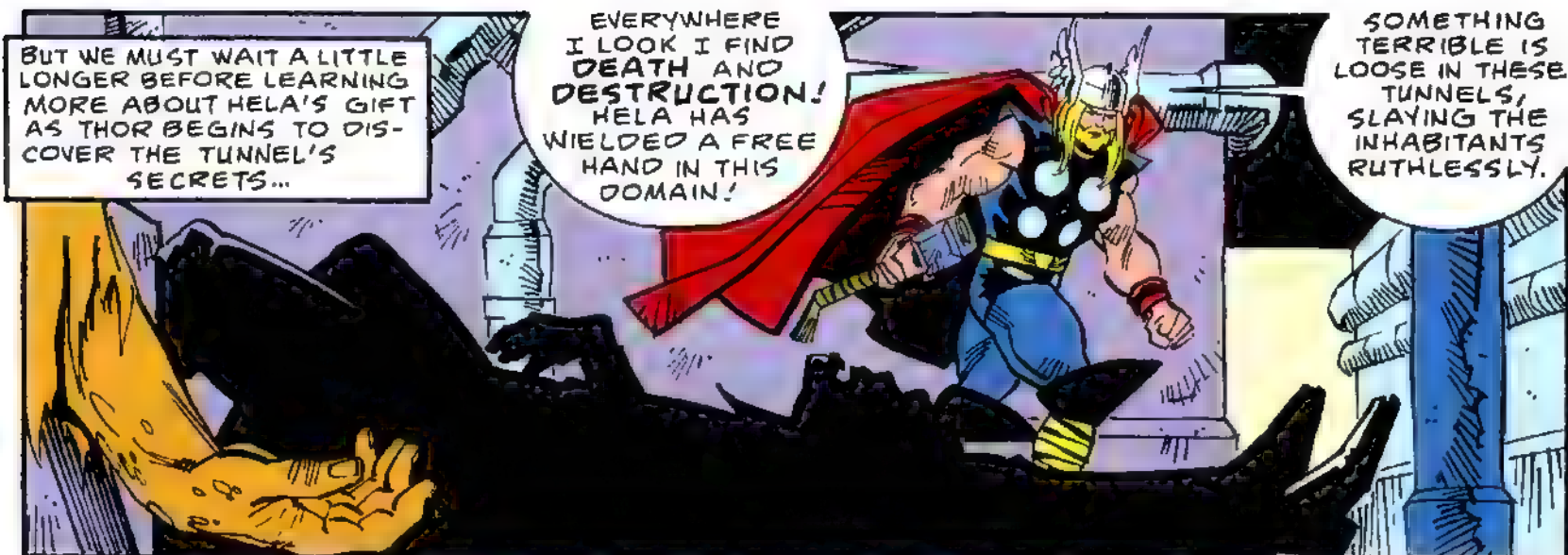


SHORTLY,
THE POTENT
SPELL WILL
BEGIN
TO TAKE
EFFECT...

...AND YOU
SHALL BEGIN
TO LEARN WHAT
HOPELESSNESS
REALLY IS.

THERE
ARE NO
SHADOWS
WHEN
THERE
IS NO
LIGHT!





BUT WE MUST WAIT A LITTLE LONGER BEFORE LEARNING MORE ABOUT HELA'S GIFT AS THOR BEGINS TO DISCOVER THE TUNNEL'S SECRETS...

EVERYWHERE I LOOK I FIND DEATH AND DESTRUCTION! HELA HAS WIELDED A FREE HAND IN THIS DOMAIN!

SOMETHING TERRIBLE IS LOOSE IN THESE TUNNELS, SLAYING THE INHABITANTS RUTHLESSLY.

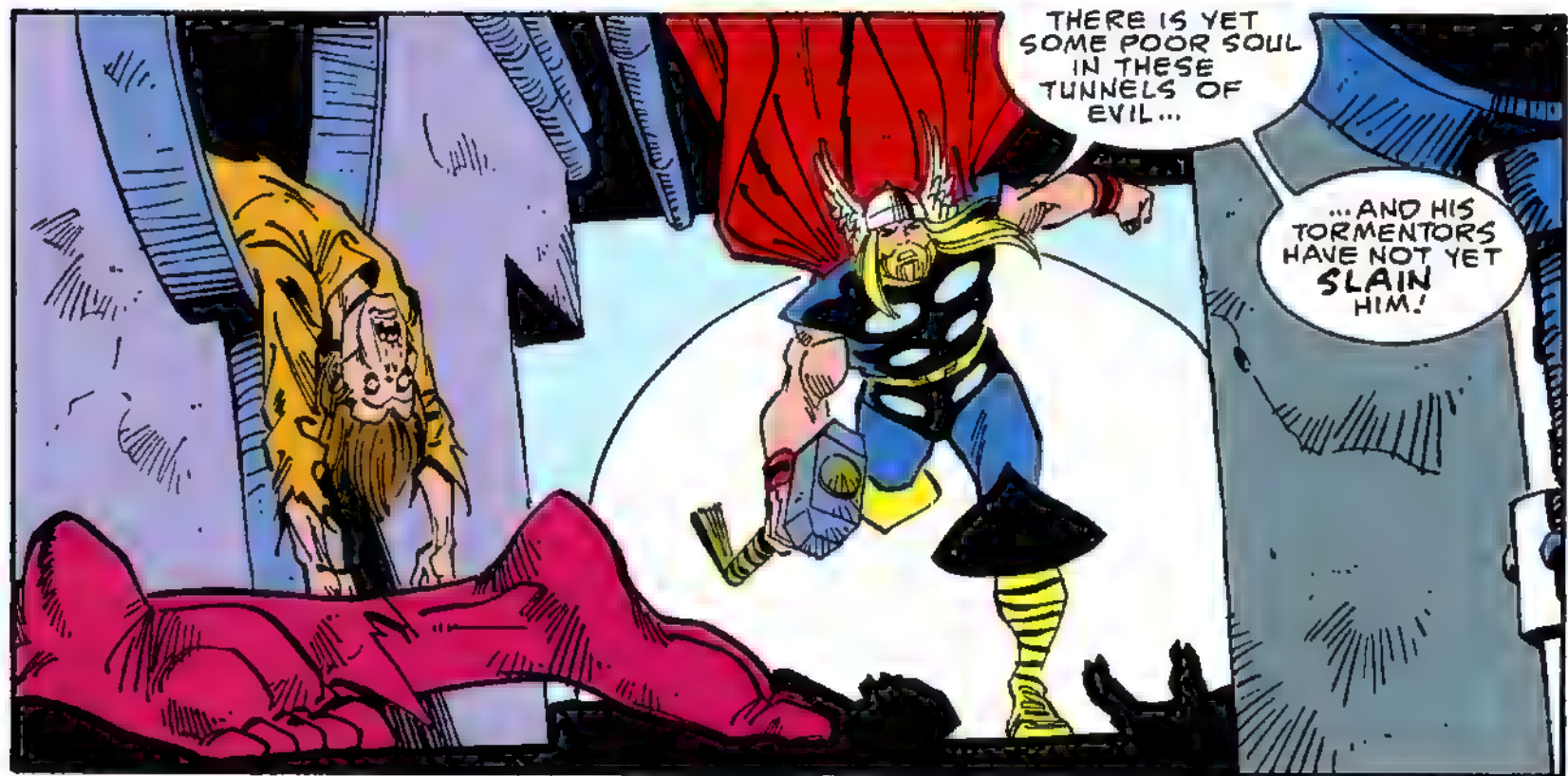


AND NOT FAR AWAY...

AAAAIEEEEE!

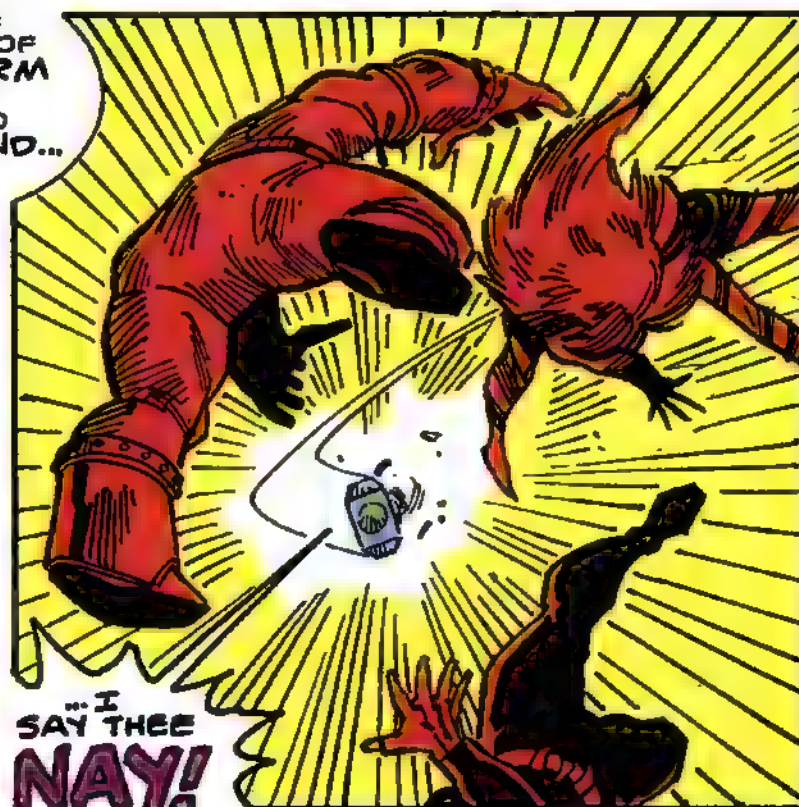
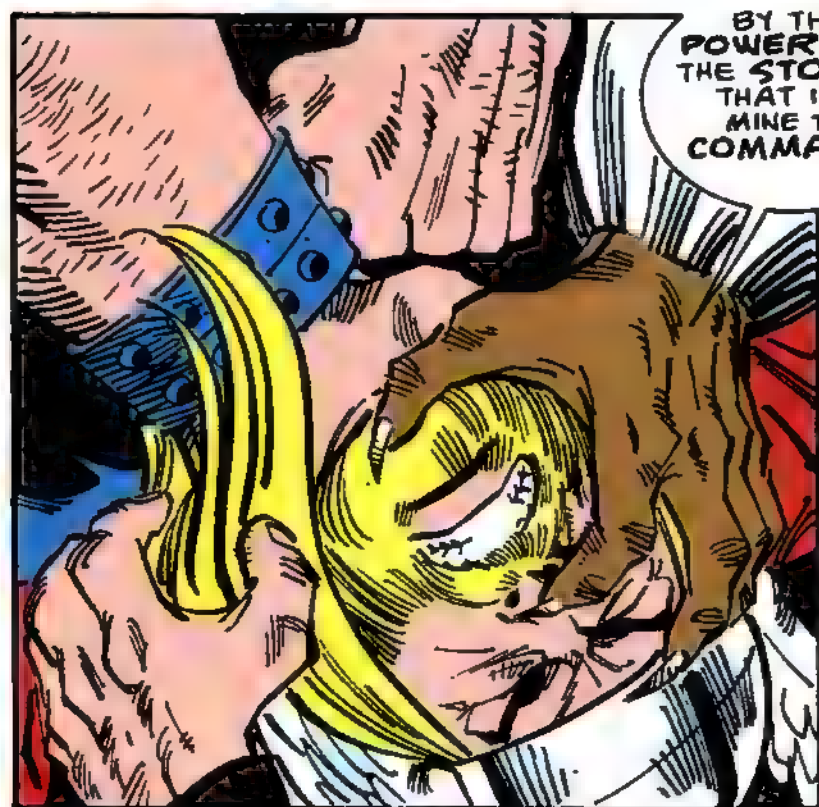
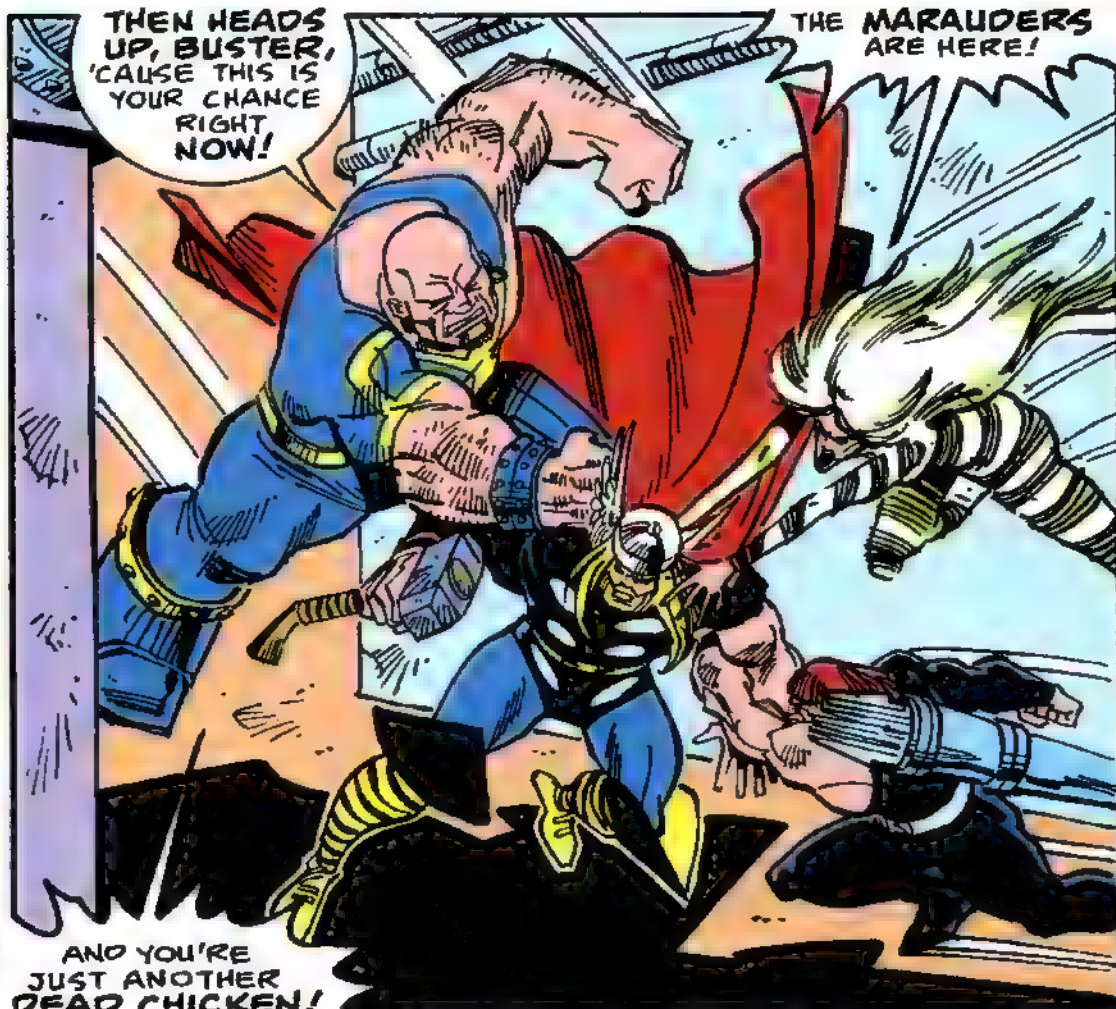
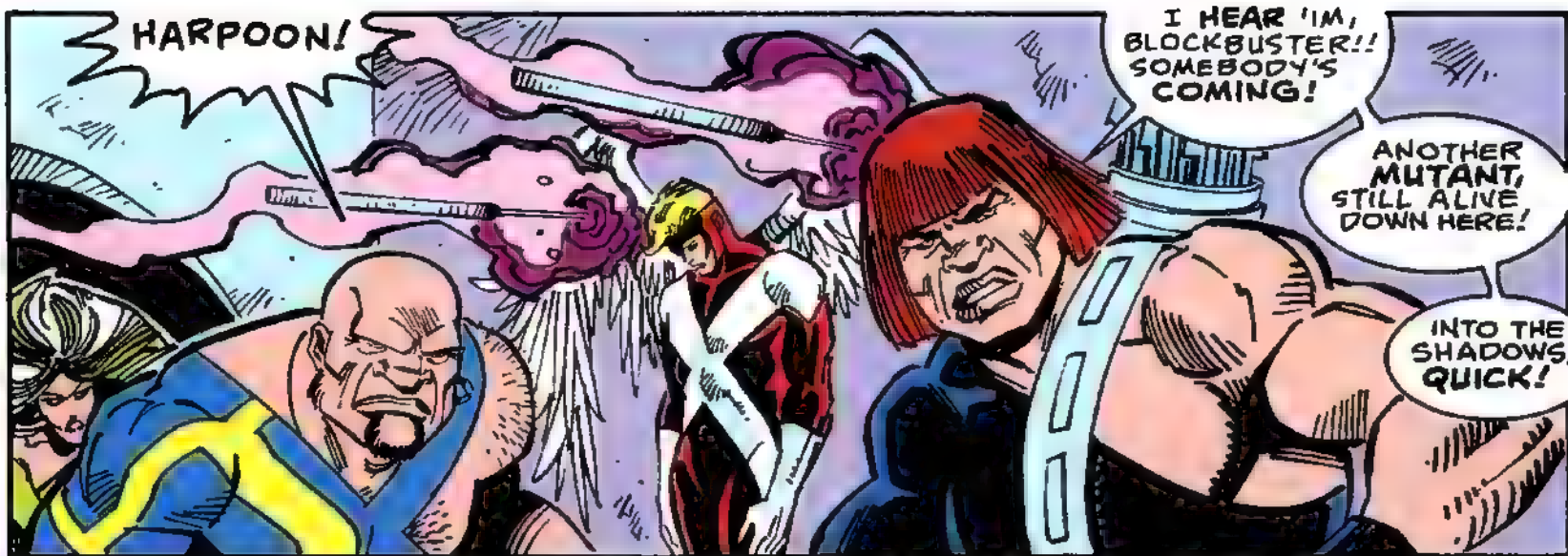
THAT'S MUSIC TO MY EARS! FLYBOY!

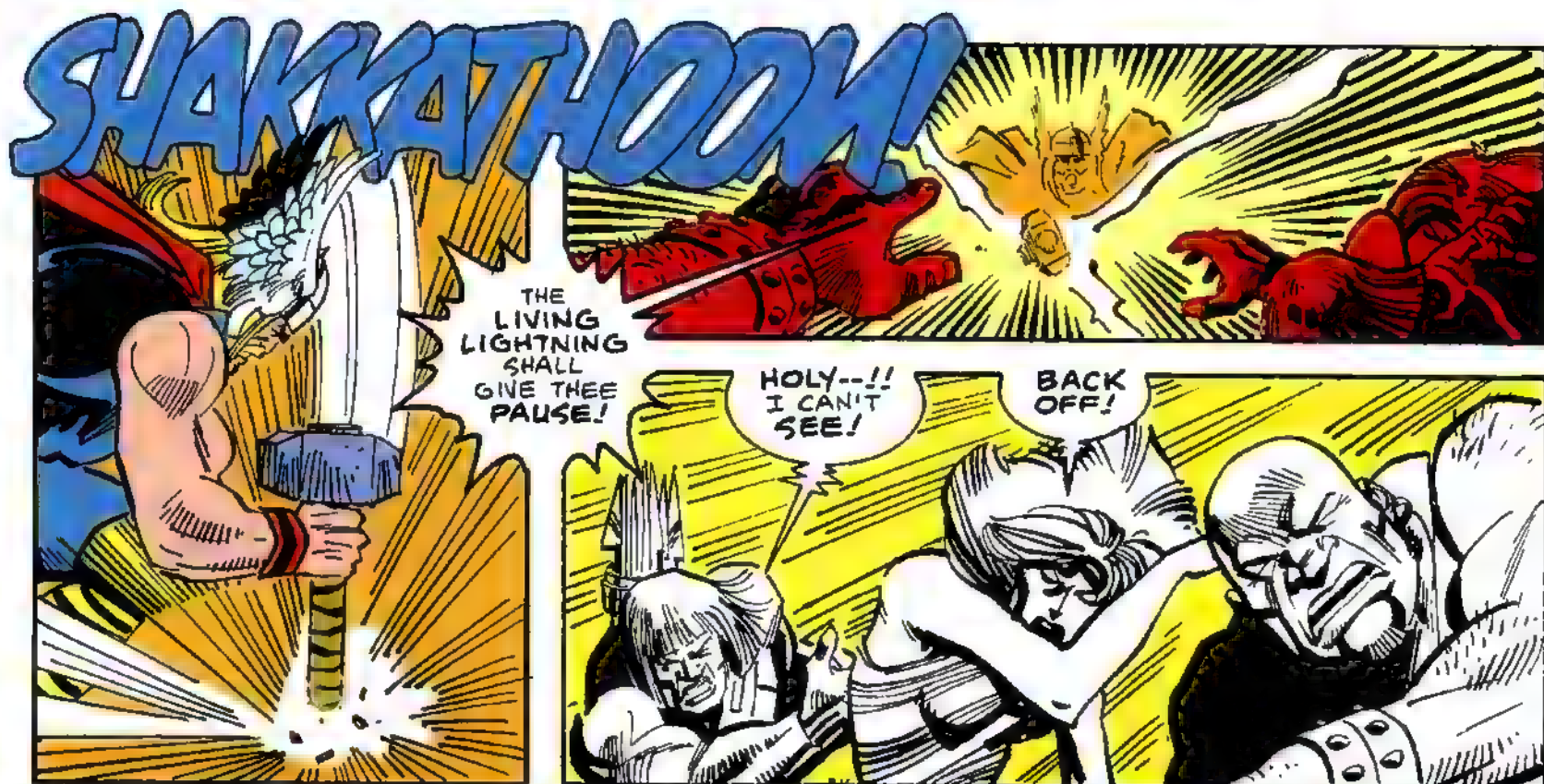
YOU SING JUST LIKE A BIRD!



THERE IS YET SOME POOR SOUL IN THESE TUNNELS OF EVIL...

...AND HIS TORMENTORS HAVE NOT YET SLAIN HIM!





THE
LIVING
LIGHTNING
SHALL
GIVE THEE
PAUSE!

HOLY--!!
I CAN'T
SEE!

BACK
OFF!

LET'S GET
OUT OF
HERE!

FLEE, CRAVENS!
THE TUNNELS ARE NOT
LARGE ENOUGH TO
HIDE YOU FROM THE
WRATH OF THOR!



YET WHO ARE
THESE KILLERS
AND WHY SHOULD
THEY SEEK THE
DEATH OF THE
DWELLERS
HERE IN THE
DARKNESS?



BEHIND
ME! SOME
PRESENCE
I DID NOT
SENSE
BEFORE!

IS IT
THE ANGEL
OF DEATH
HIM-
SELF?

WHAT
NEW
MENACE
THREAT-
ENS THE
GOD OF
THUNDER?



BUT NO.
'TIS INDEED
AN ANGEL,
BUT ONE
WHO SEEMS
VERY LIKELY
DEAD AL-
READY.

ANOTHER
VICTIM,
NO DOUBT,
OF THESE
SO-CALLED
MARAUDERS.

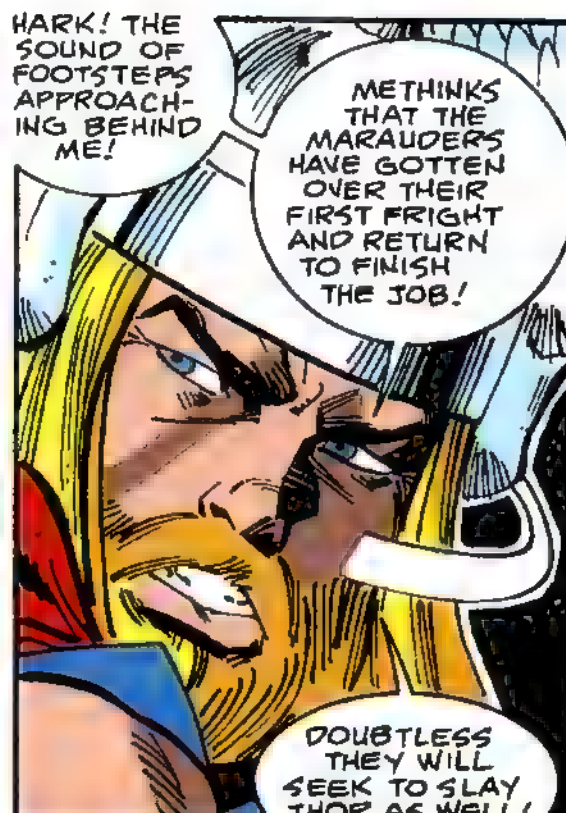


I WAS WRONG!
HE STILL
LIVES!

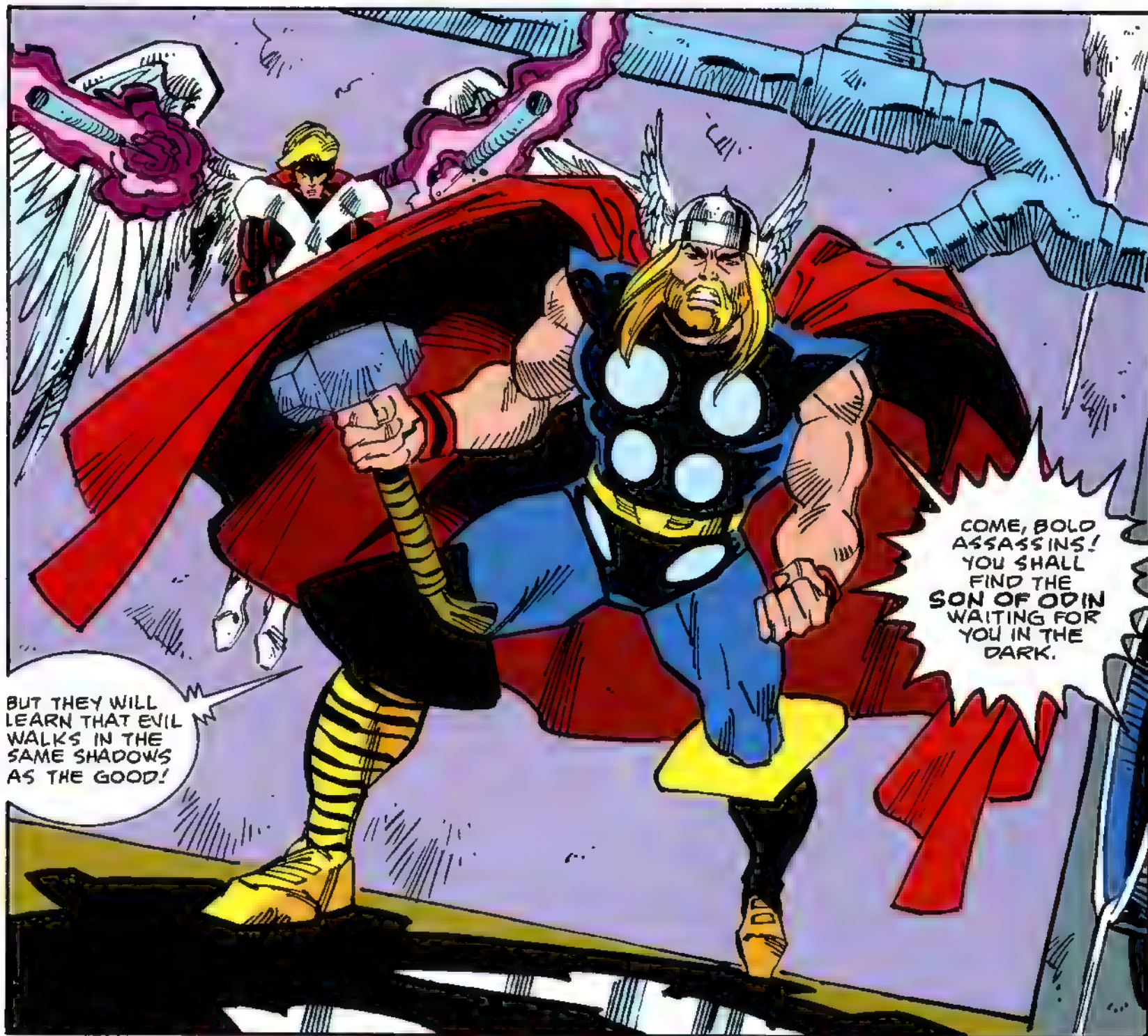


GENTLY, I
MUST REMOVE
THE SPIKES
THAT PIN HIM
TO THE WALL
AND LIFT
HIM DOWN.

HARK! THE
SOUND OF
FOOTSTEPS
APPROACH-
ING BEHIND
ME!



DOUBTLESS
THEY WILL
SEEK TO SLAY
THOR AS WELL!



BUT THEY WILL
LEARN THAT EVIL
WALKS IN THE
SAME SHADOWS
AS THE GOOD!

COME, BOLD
ASSASSINS!
YOU SHALL
FIND THE
SON OF ODIN
WAITING FOR
YOU IN THE
DARK.

Next
Issue: **FIRES OF THE NIGHT!**

GUEST-STARRING
X-FACTOR!!!
OR WHAT'S LEFT
OF THEM!
BE HERE!!!

MARVEL[®]
25TH
ANNIVERSARY



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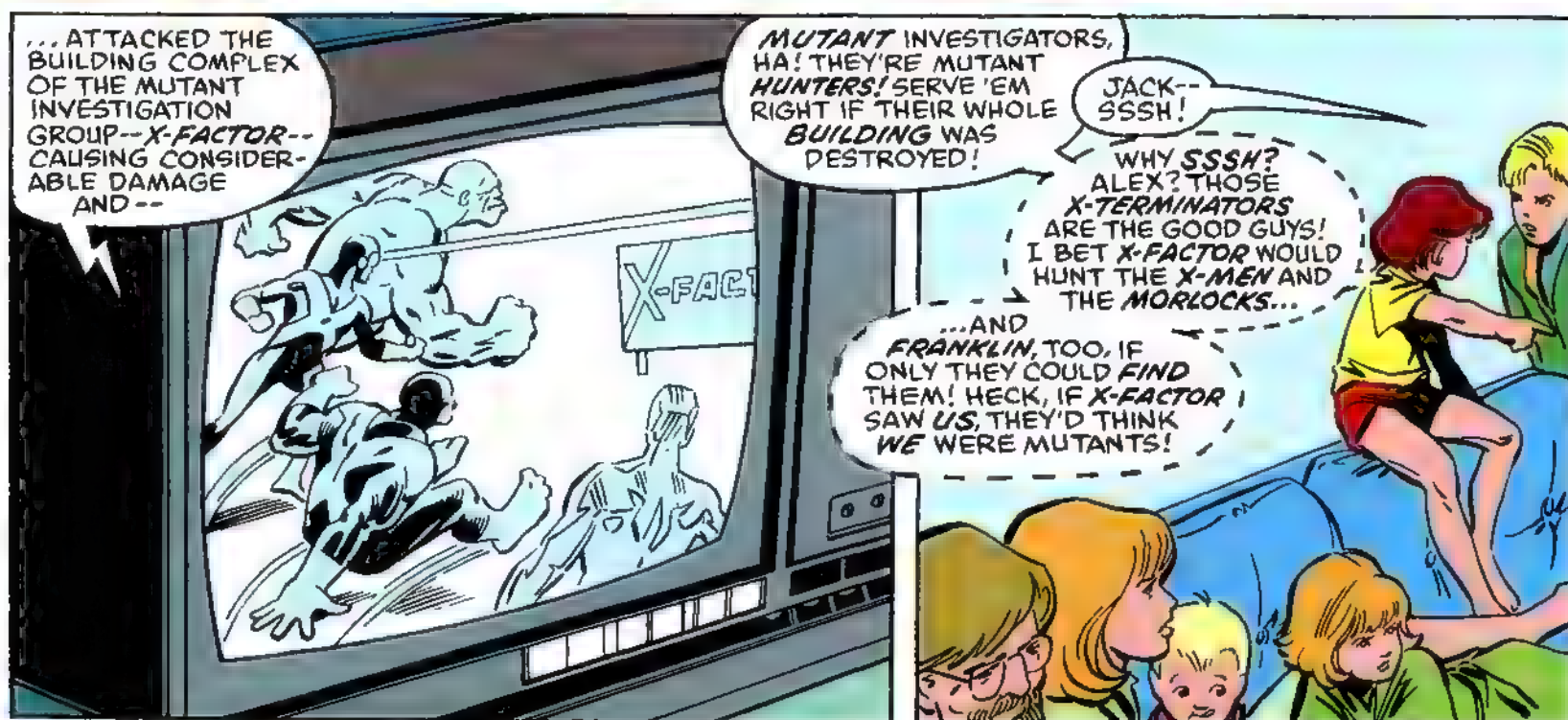
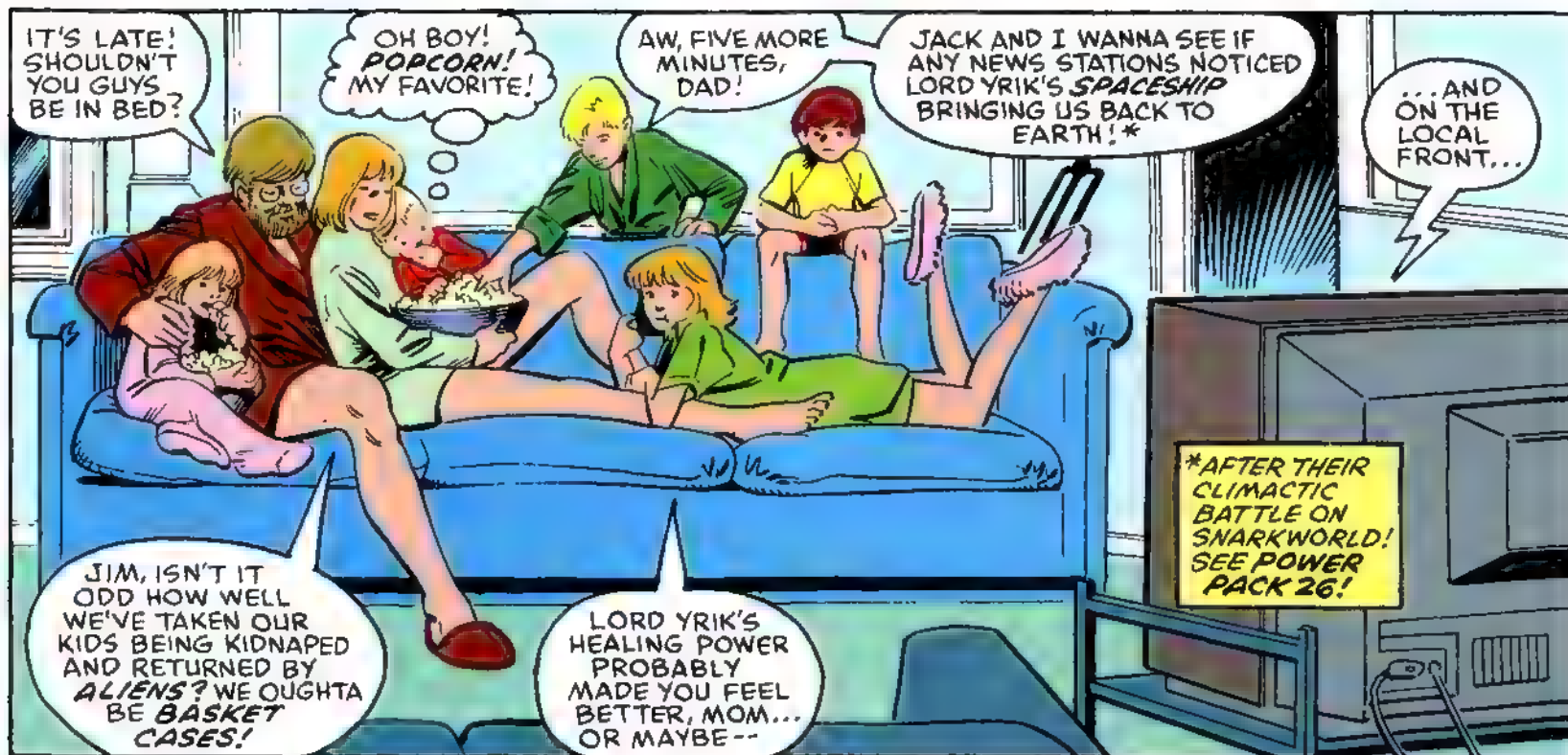
\$1.00
CAN. \$1.25

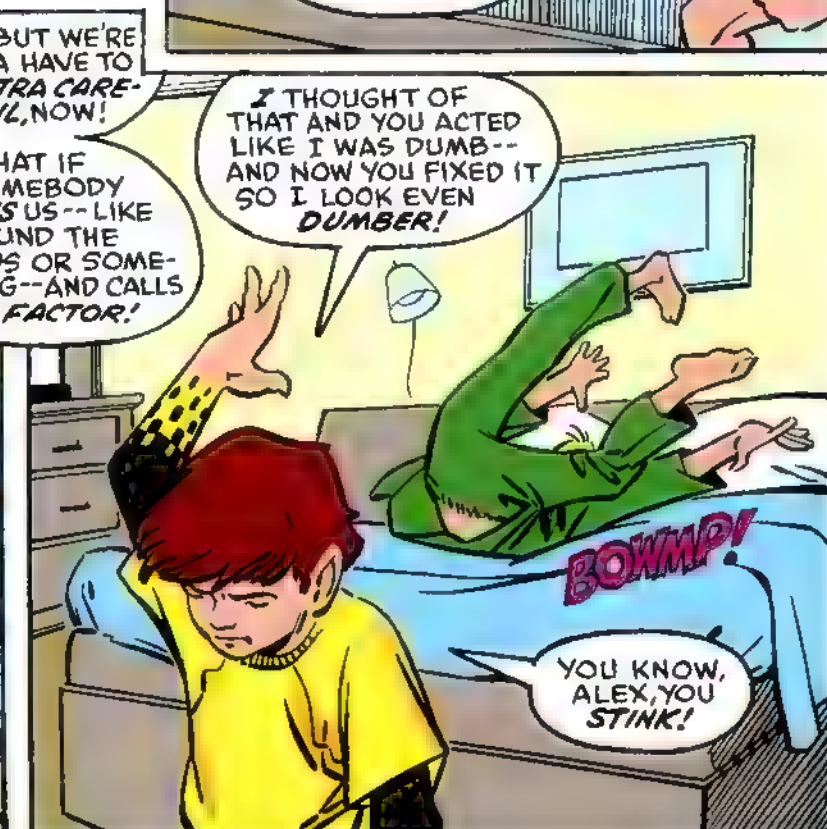
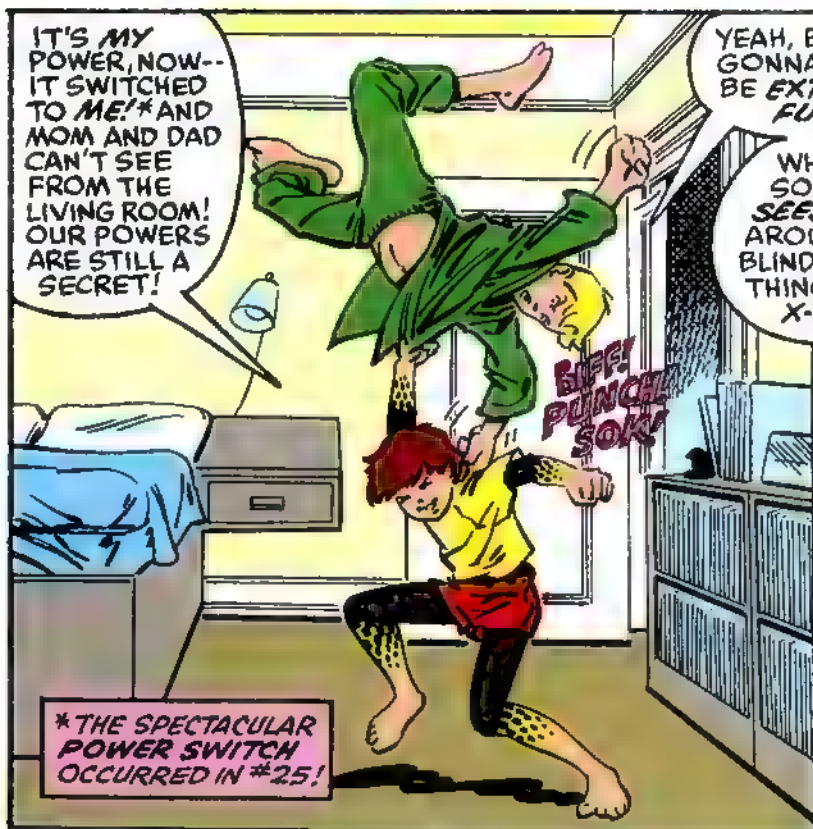
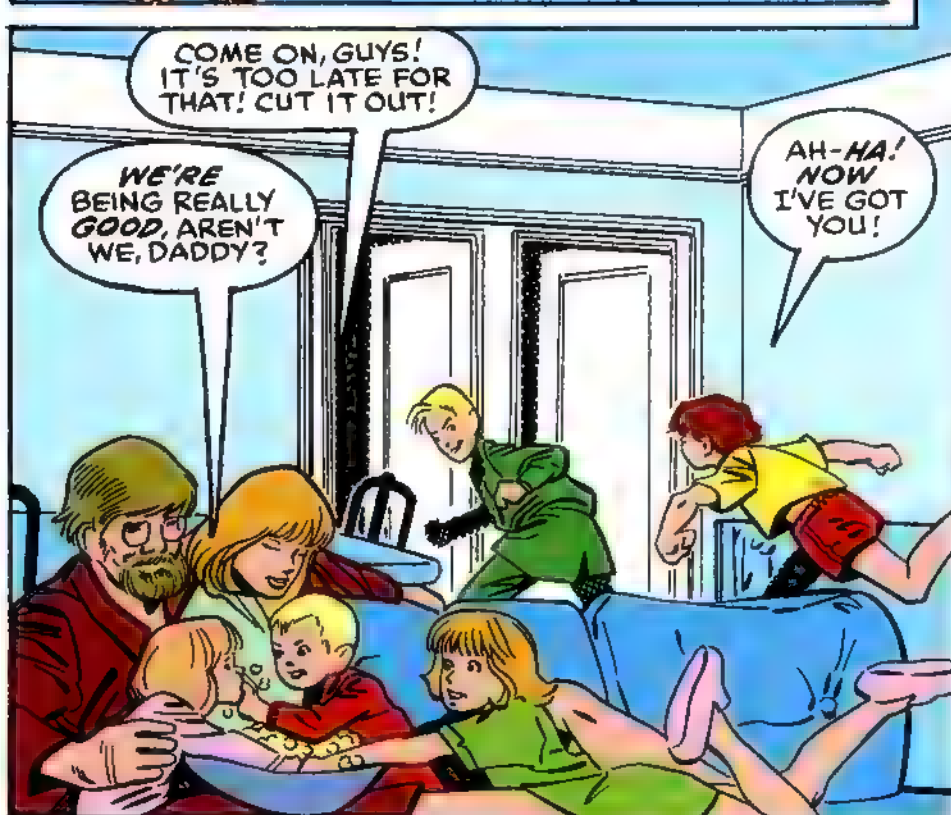
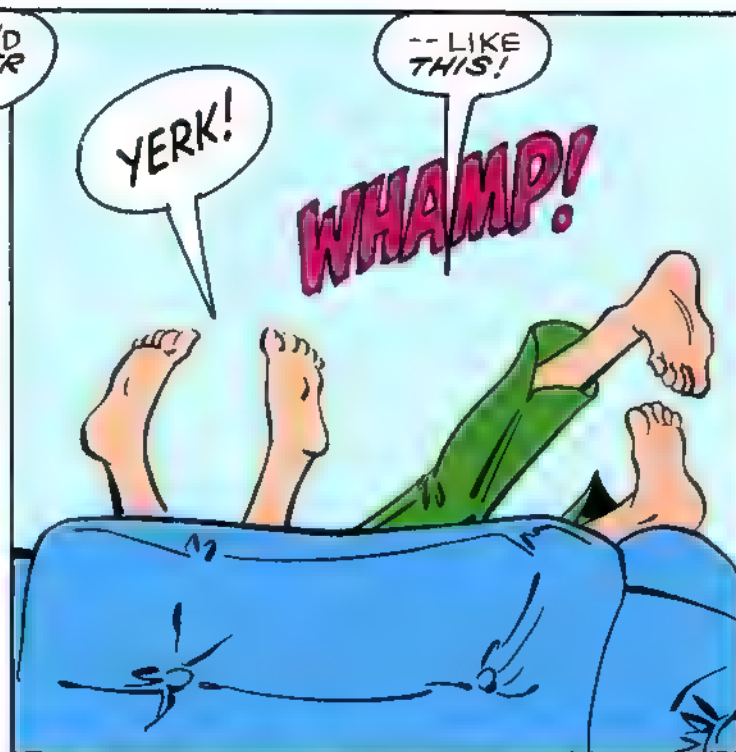
27
DEC

POWER PACK

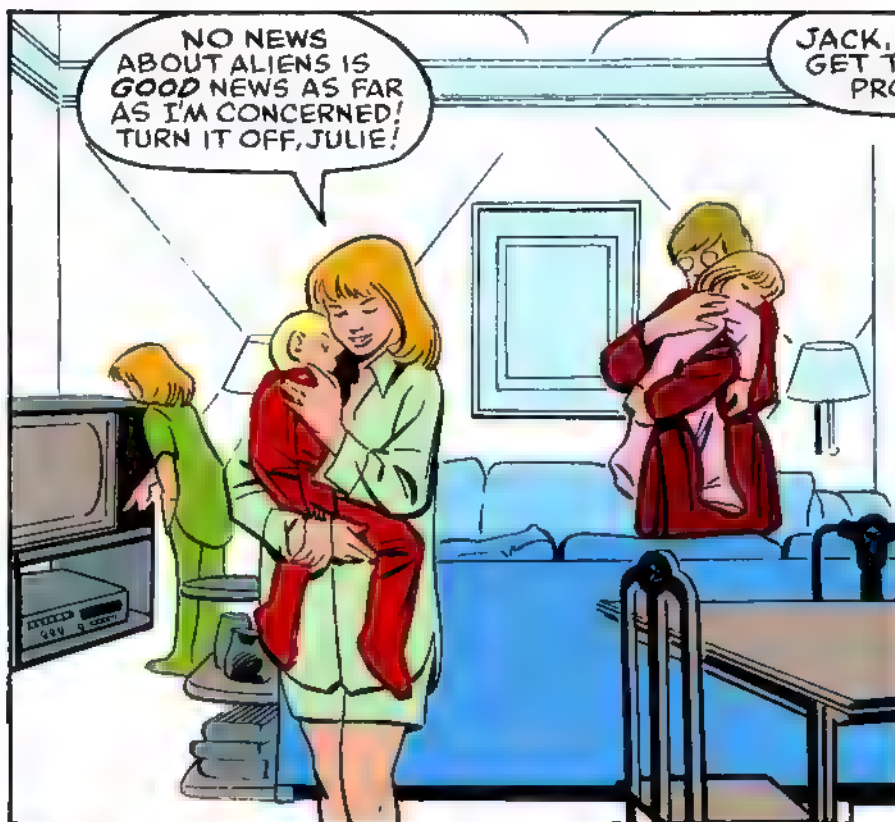


BOGDANOV 86
PLR

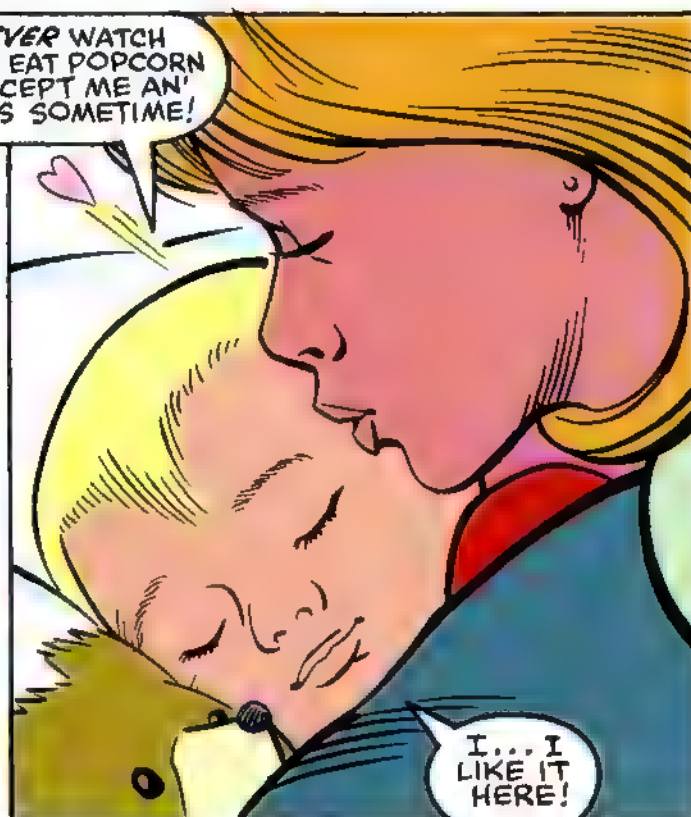
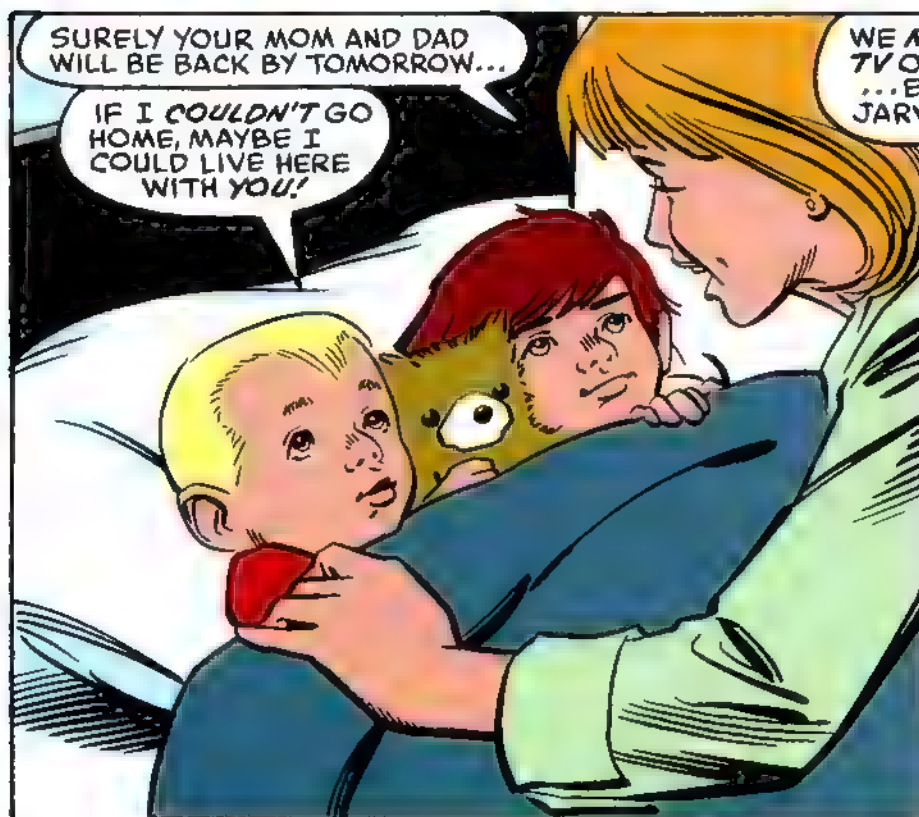
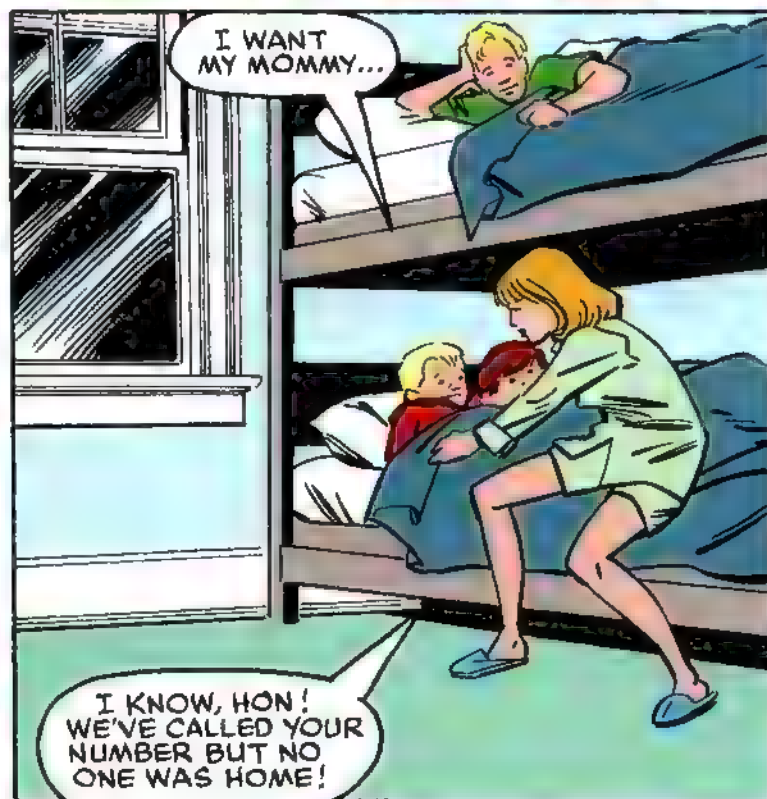
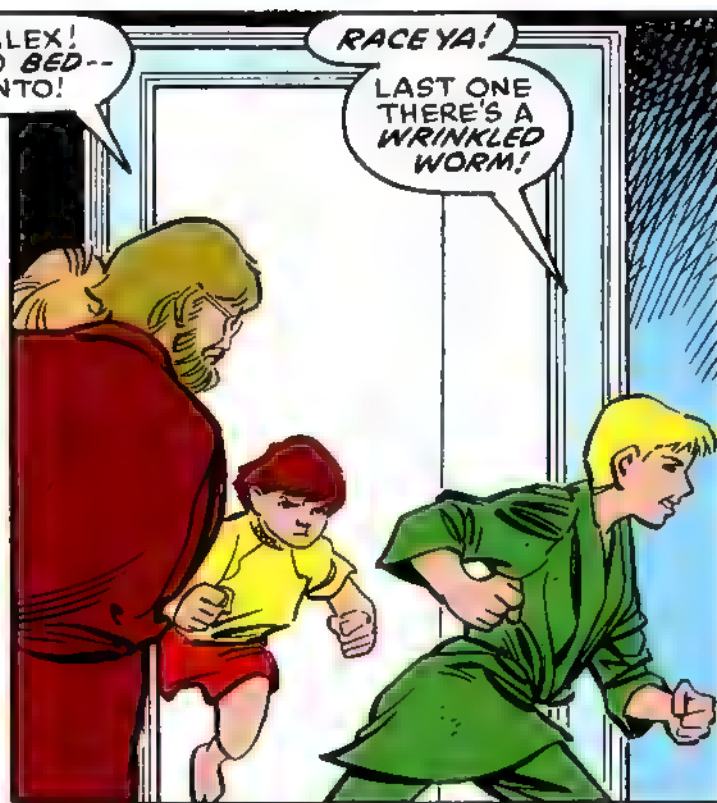




*THE SPECTACULAR POWER SWITCH OCCURRED IN #25!



JACK, ALEX! GET TO BED-- PRONTO!



Stan Lee presents:

WHOSE POWER...?

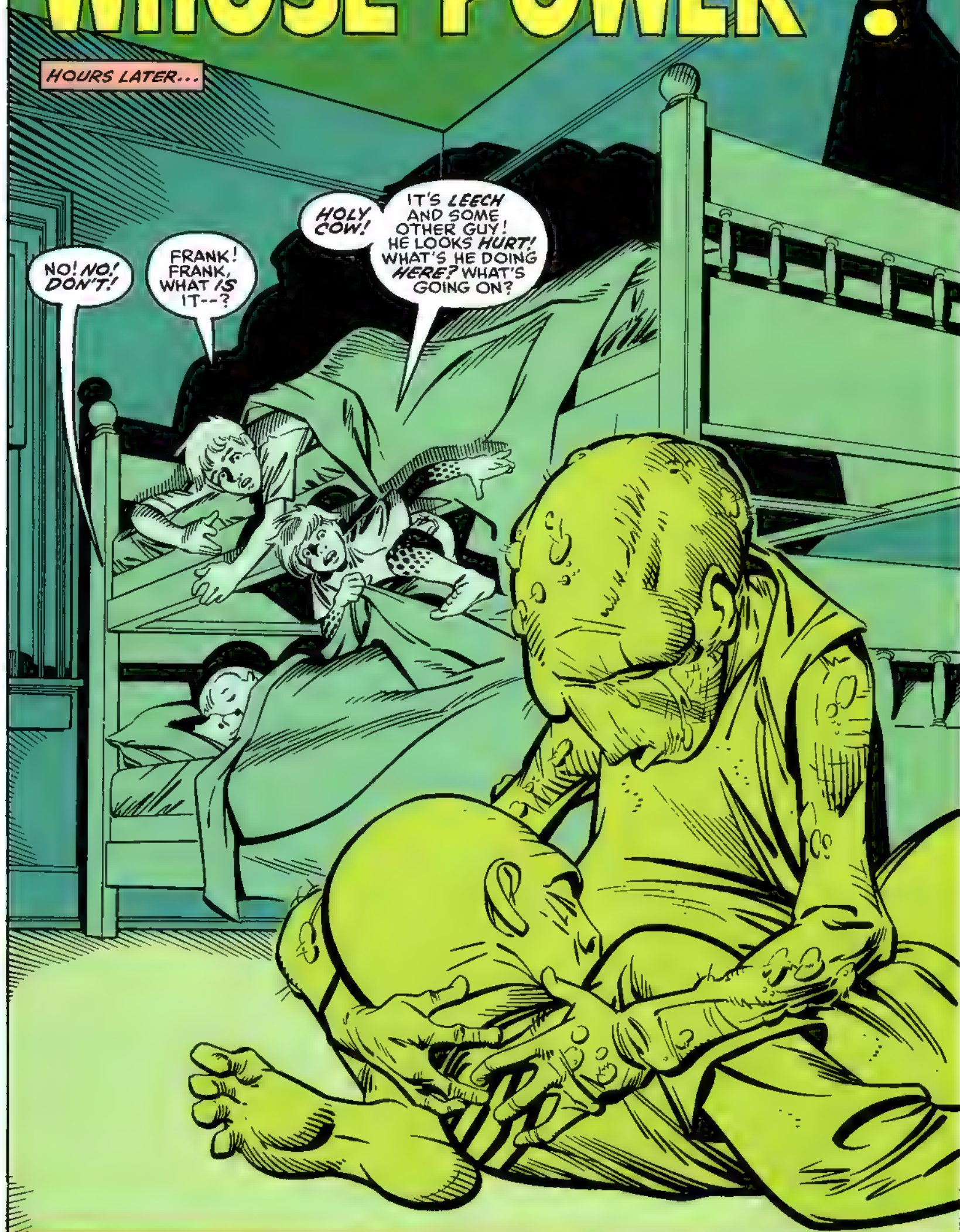
HOURS LATER...

NO! NO!
DON'T!

FRANK!
FRANK,
WHAT IS
IT--?

HOLY
COW!

IT'S LEECH
AND SOME
OTHER GUY!
HE LOOKS HURT!
WHAT'S HE DOING
HERE? WHAT'S
GOING ON?



louise
SIMONSON
WRITER

jon
BOGDANOV
PENCILER

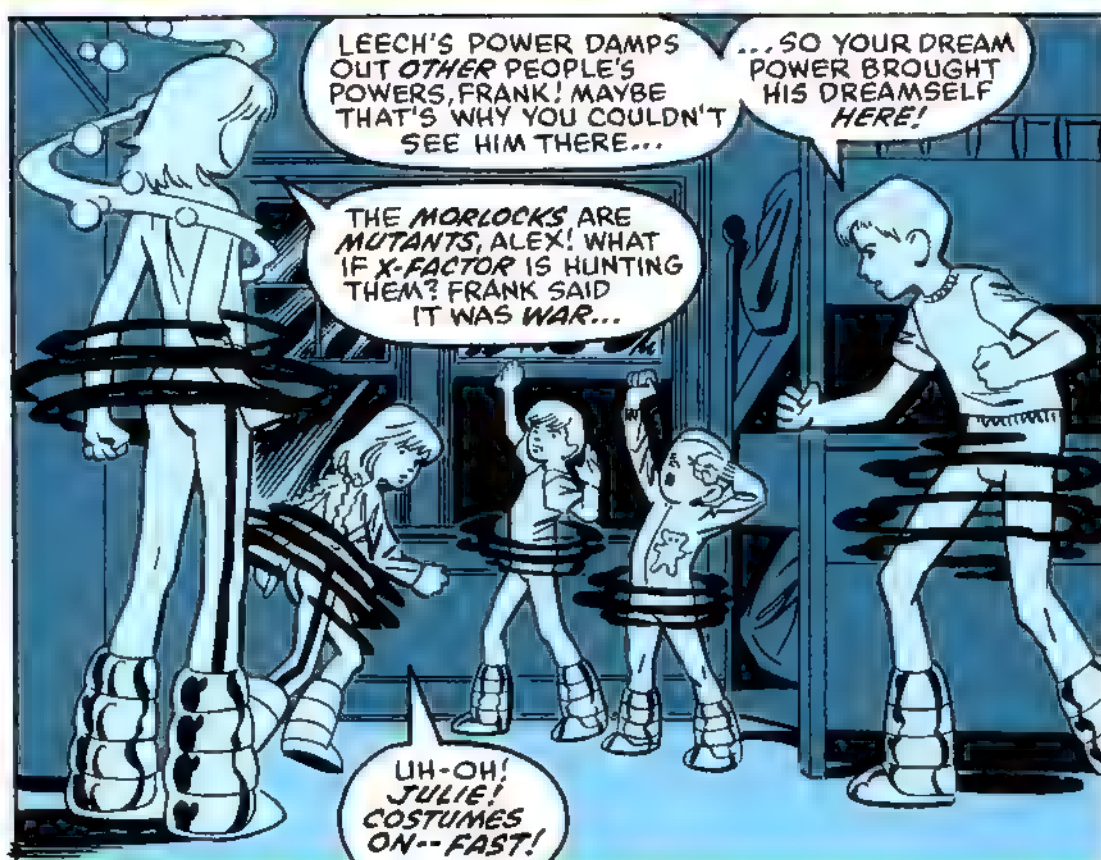
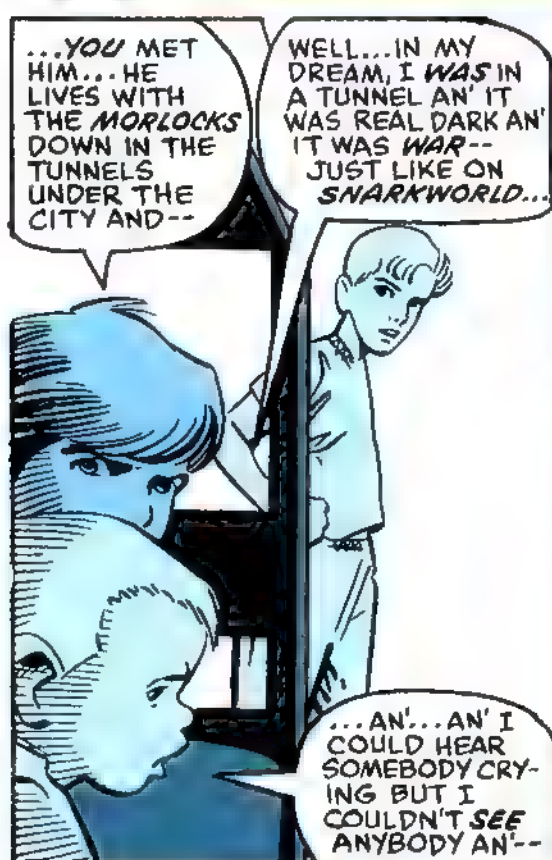
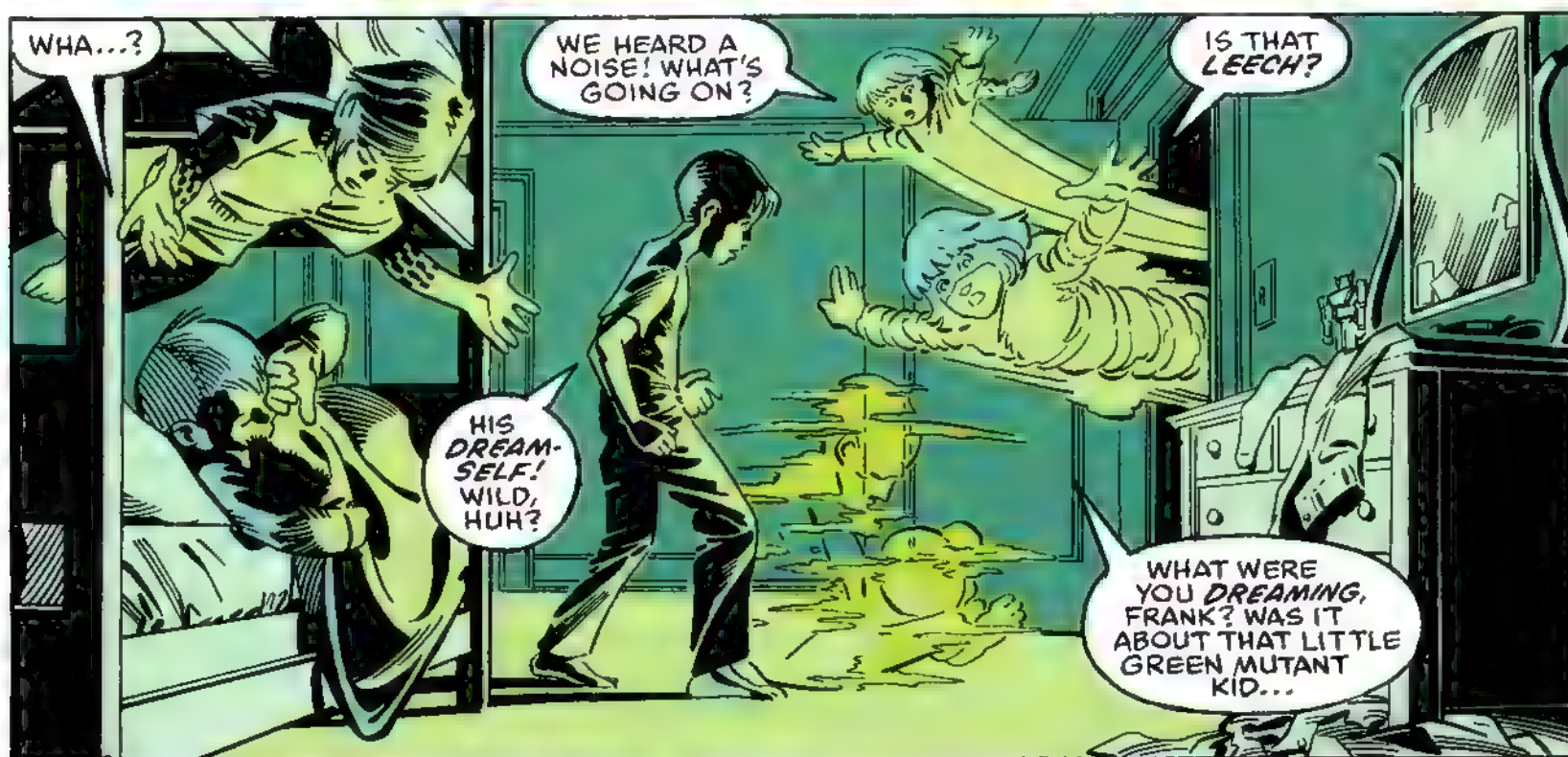
al
GORDON
INKER

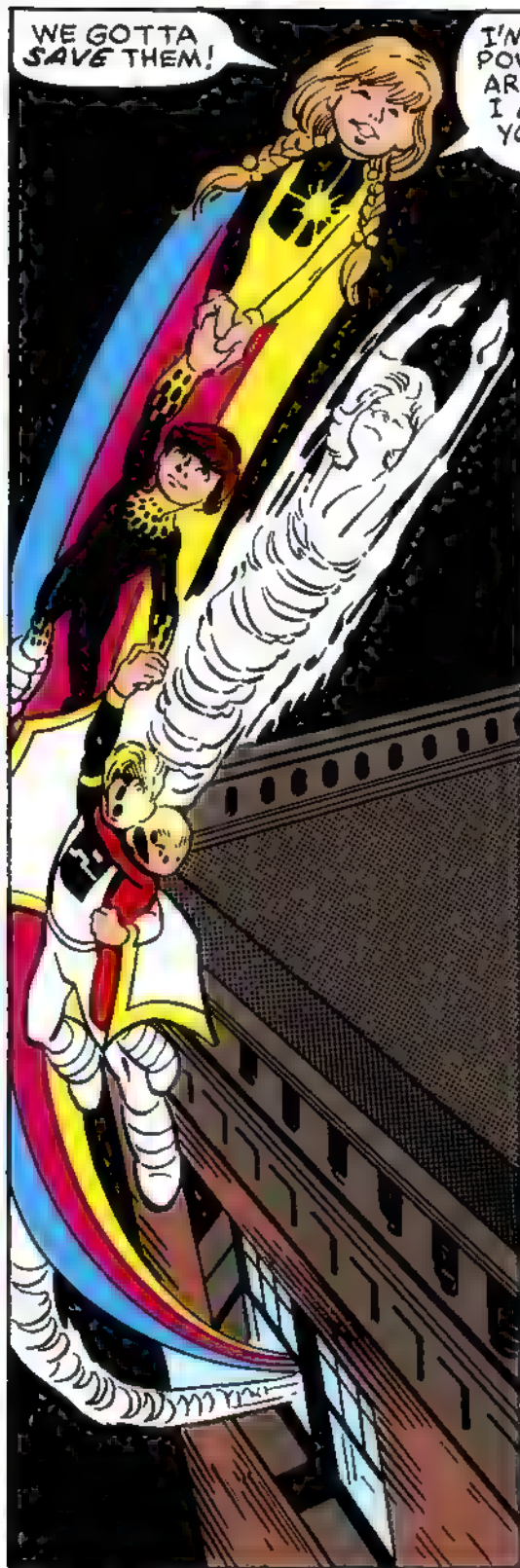
joe
ROSEN
LETTERER

glynis
OLIVER
COLORER

carl
POTTS
EDITOR

jim
SHOOTER
EDITOR-IN-CHIEF





WE GOTTA
SAVE THEM!

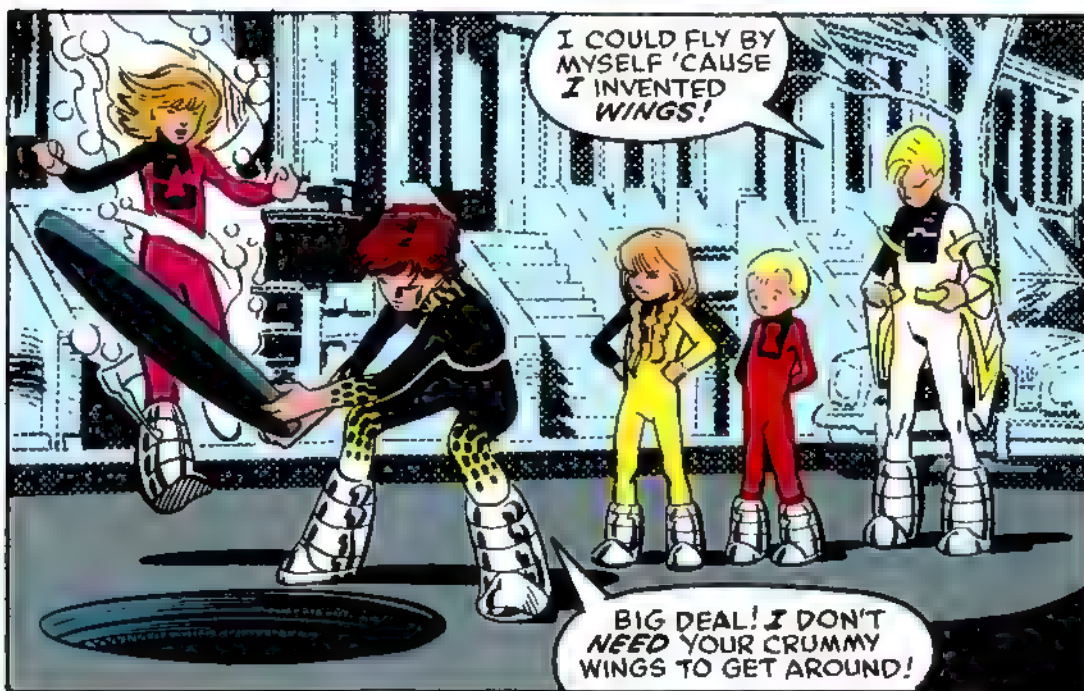
I'M GLAD OUR
POWERS SWITCHED
AROUND, JULIE!
I LIKE HAVING
YOUR FLYING
POWER!

IT'S BETTER
TO DRAG YOU
GUYS AROUND
THAN BE
DRAGGED!

JACK'S CLOUDING
POWER IS FUN, TOO--
IF ONLY THINGS DIDN'T
JUST FALL THROUGH
ME ALL THE TIME...

LIKE YOUR
CLOTHES...?

BACK WHEN
I HAD THE GEE
POWER, I DIDN'T
NEED A GIRL TO
DRAG ME AROUND
ALL THE TIME!



I COULD FLY BY
MYSELF 'CAUSE
I INVENTED
WINGS!

BIG DEAL! I DON'T
NEED YOUR CRUMMY
WINGS TO GET AROUND!



IT'S MY
POWER
AND YOU'LL
NEED THEM
-- I
KNOW!

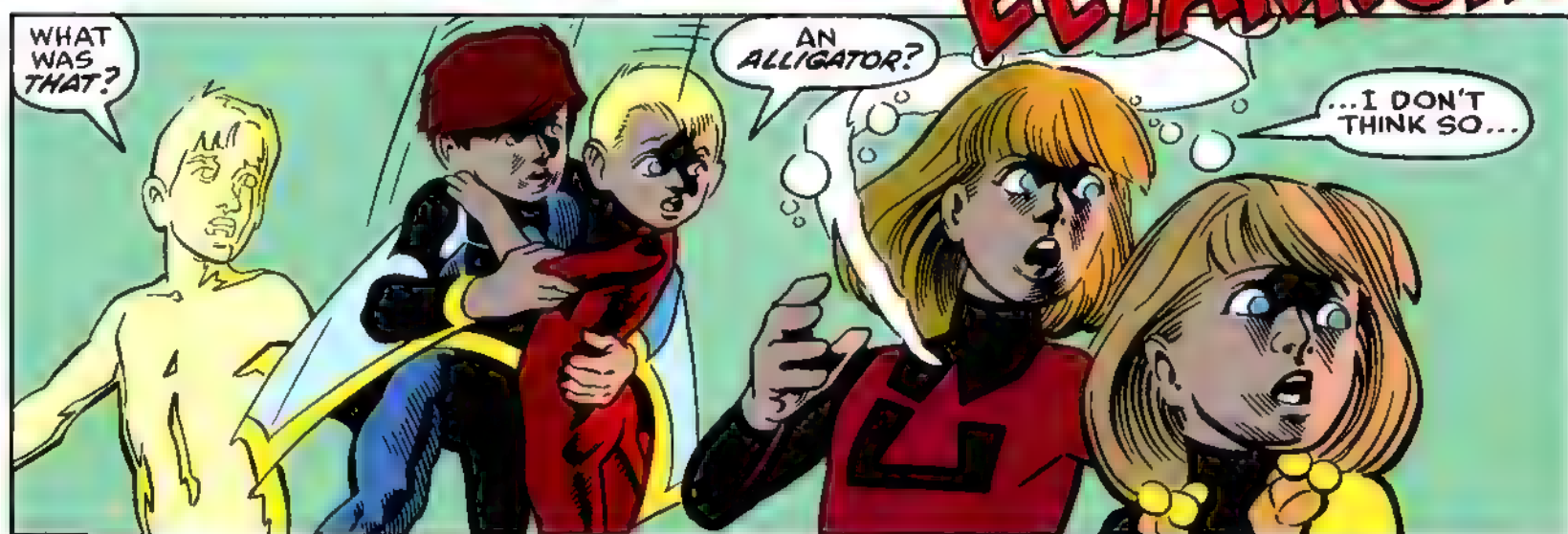
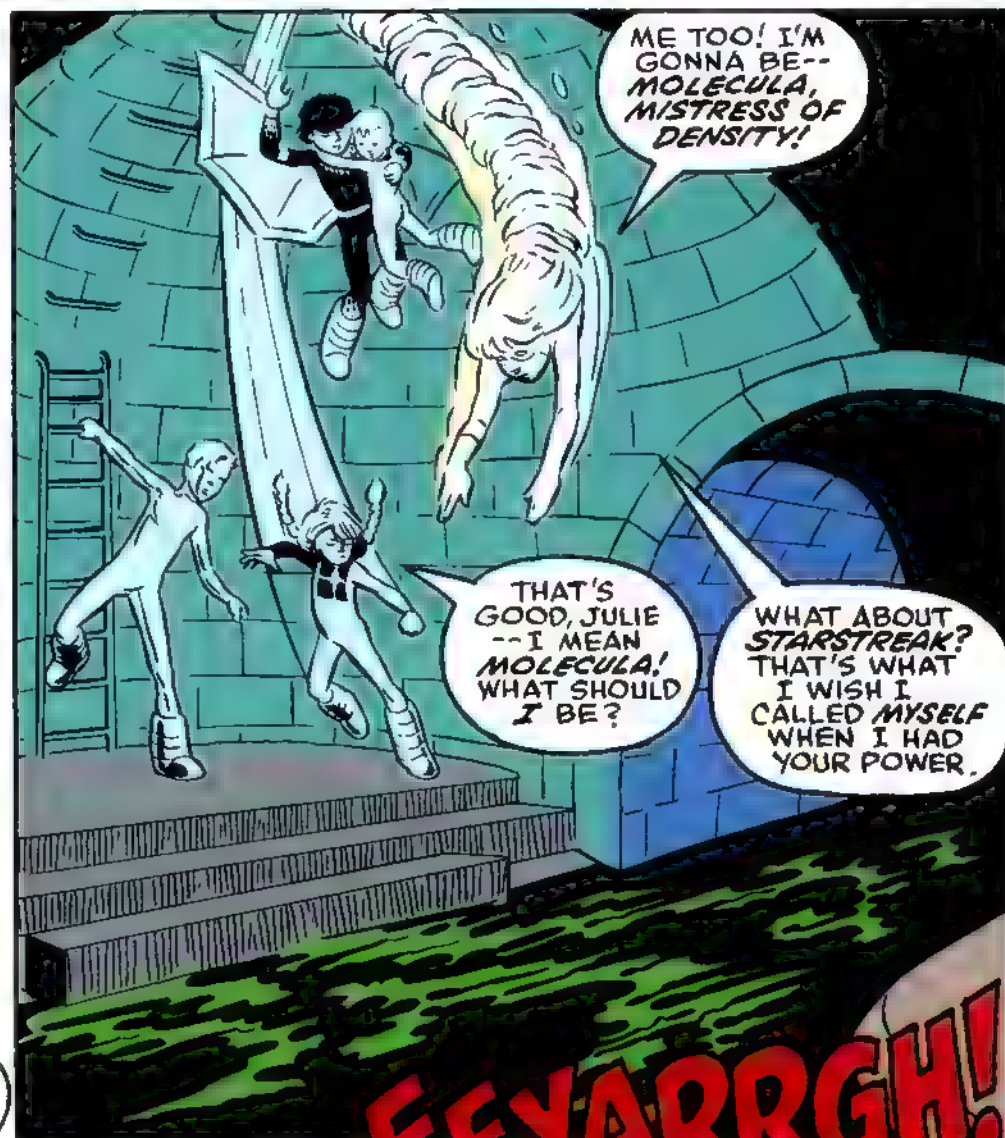
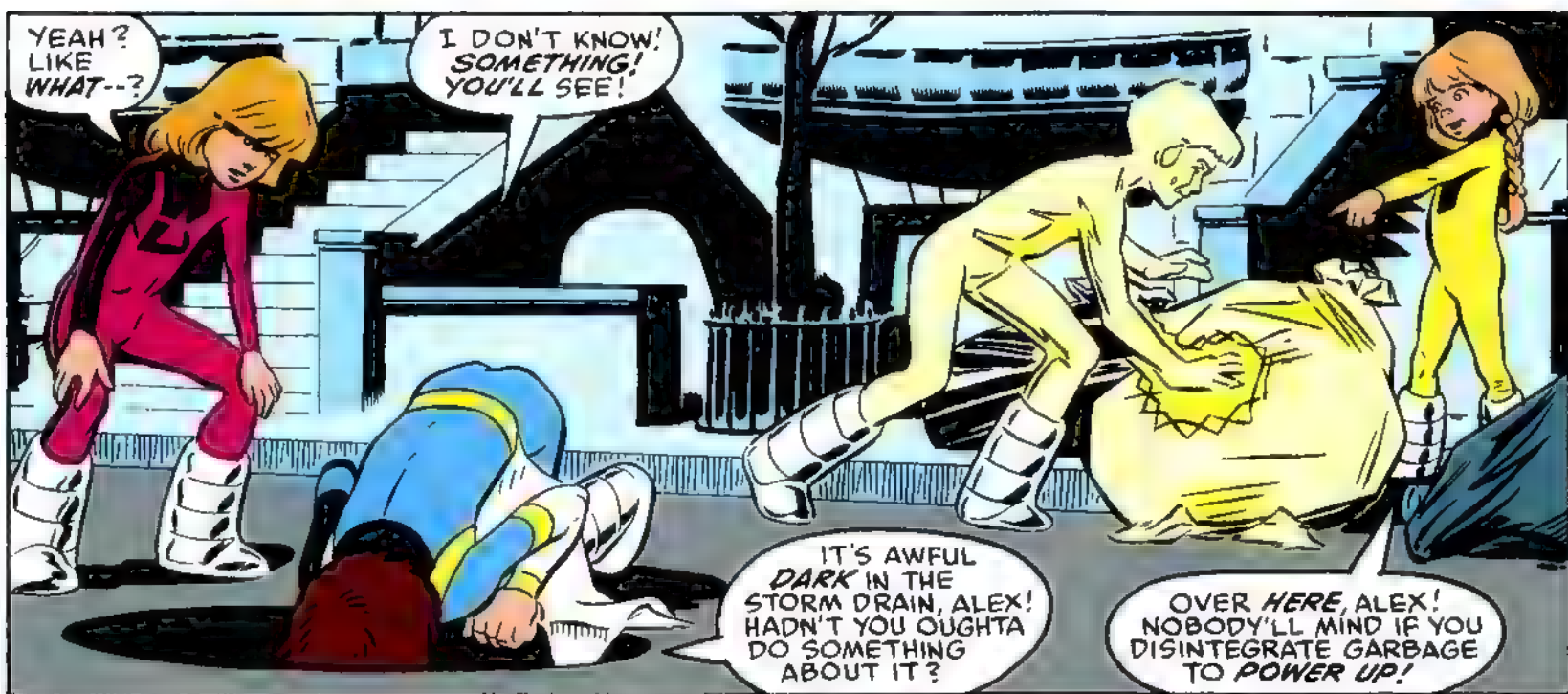
NOW THAT YOU'RE GEE POWER,
THESE WINGS COULD MEAN THE
DIFFERENCE BETWEEN
LIFE AND DEATH!

LOOK,
I DON'T
WANT--



TAKE THEM! HOW
WOULD YOU FEEL
IF NOT HAVING
THEM MEANT
GETTING US
KILLED...?

AWRIGHT!
AWRIGHT!
BUT I'M NOT
GEE POWER!
IT'S A STUPID
NAME! I'M
GONNA CALL
MYSELF
SOMETHING
BETTER!





HEY, WHY'RE WE WORRIED! IT'S JUST NOISE, RIGHT? AND THOSE MUTANT HUNTERS MAY BE GOOD BUT WE'RE GOOD, TOO!

AND WE'VE GOTTA FIND LEECH! COME ON! WE'LL BE OKAY IF WE USE TEAMWORK!

YEAH! WHAT'S FIGHTING A FEW CRUMMY MUTANT HUNTERS COMPARED TO A WORLD FULL OF SNARKS?

WHILE ELSEWHERE IN THE TUNNELS...



THE ONLY GOOD MUTIE'S A DEAD MUTIE, SIS--

BLAM!

BLAM!

WHY--

--AN' RIGHT NOW YER LOOKIN' GOOD!

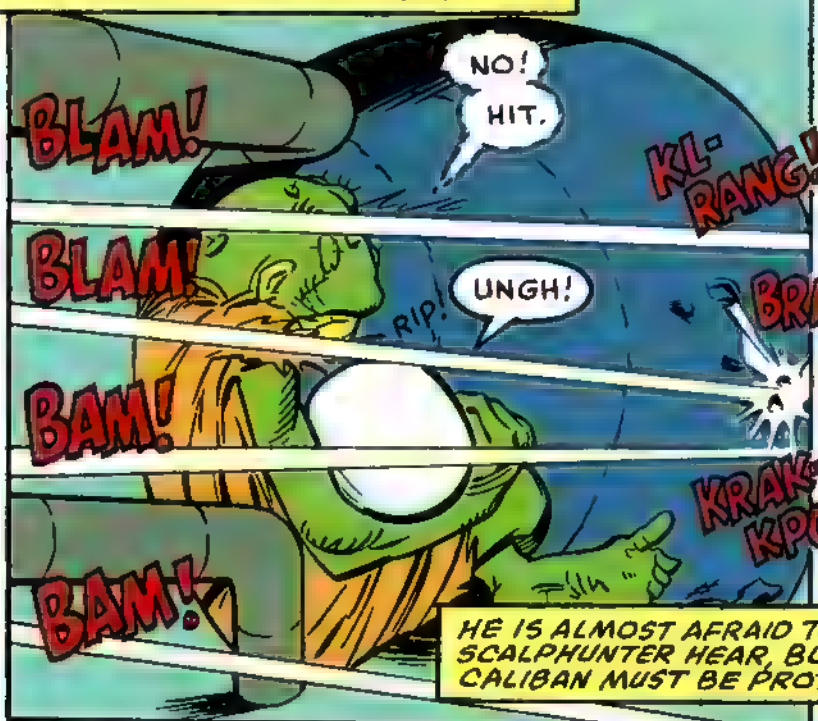


I'M SCALPHUNTER, FRIENDS, AN' US MARAUDERS-- WE GOT OURSELVES A PURPOSE!

BLAM! BAM!

WE'RE GONNA KILL AN' KILL AN' KILL--TILL WE'RE THE ONLY MUTANTS LEFT ALIVE ON EARTH!

FEET AWAY, IN A NARROW DRAIN PIPE, THE YOUNG LEECH CRINGES...



BLAM!

NO! HIT.

KL-RANG!

BLAM!

UNGH!

BAM!

BAM!

BRANG!

KRAK-KPOW!

HE IS ALMOST AFRAID TO BREATHE LEST SCALPHUNTER HEAR, BUT THE INJURED CALIBAN MUST BE PROTECTED...



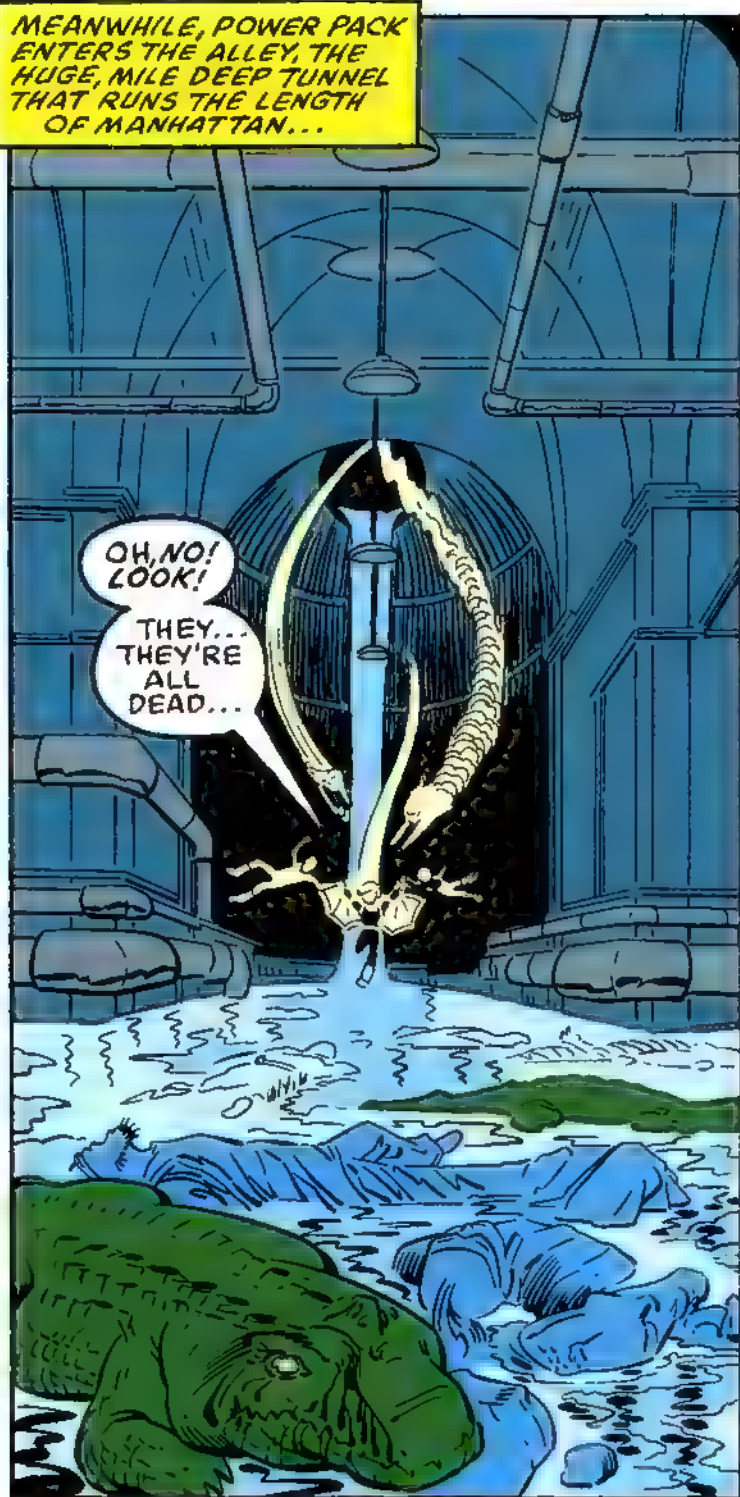
HURT. C-COME...

AND WHILE HE ACTS, LEECH WHISPERS A LITANY-- A PRAYER FOR PROTECTION-- TO THE FEW OTHER BEINGS WHO HAVE EVER LOVED HIM...

MAMMA ANNALEE. POWER PACK. COME.

SUSHIT!

MEANWHILE, POWER PACK ENTERS THE ALLEY, THE HUGE, MILE DEEP TUNNEL THAT RUNS THE LENGTH OF MANHATTAN...



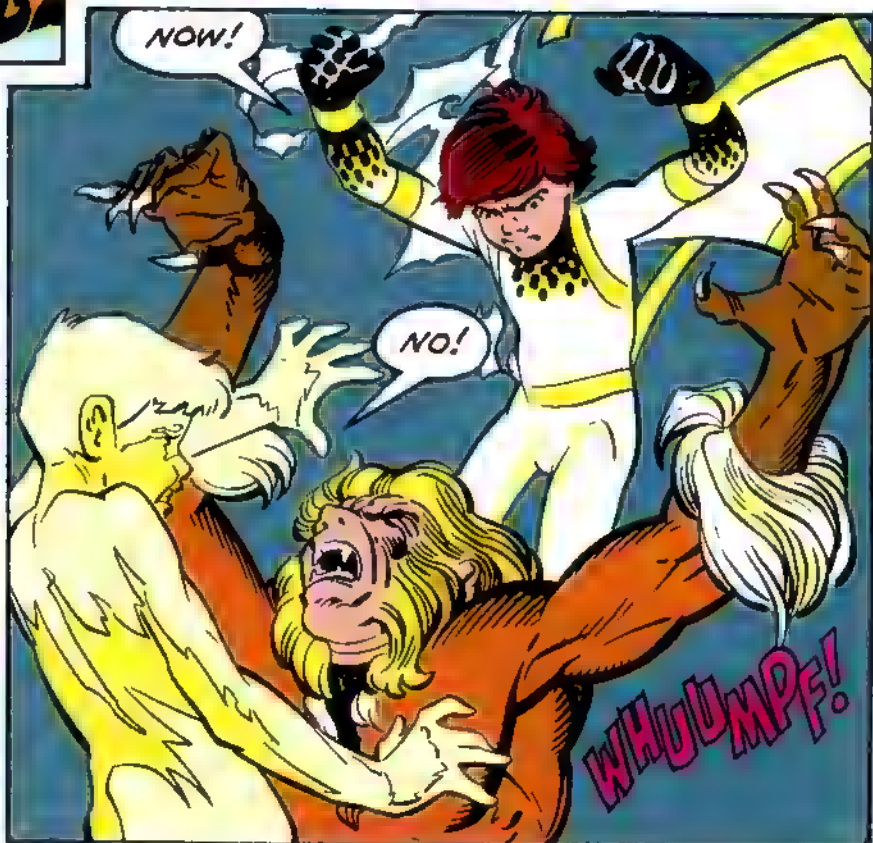
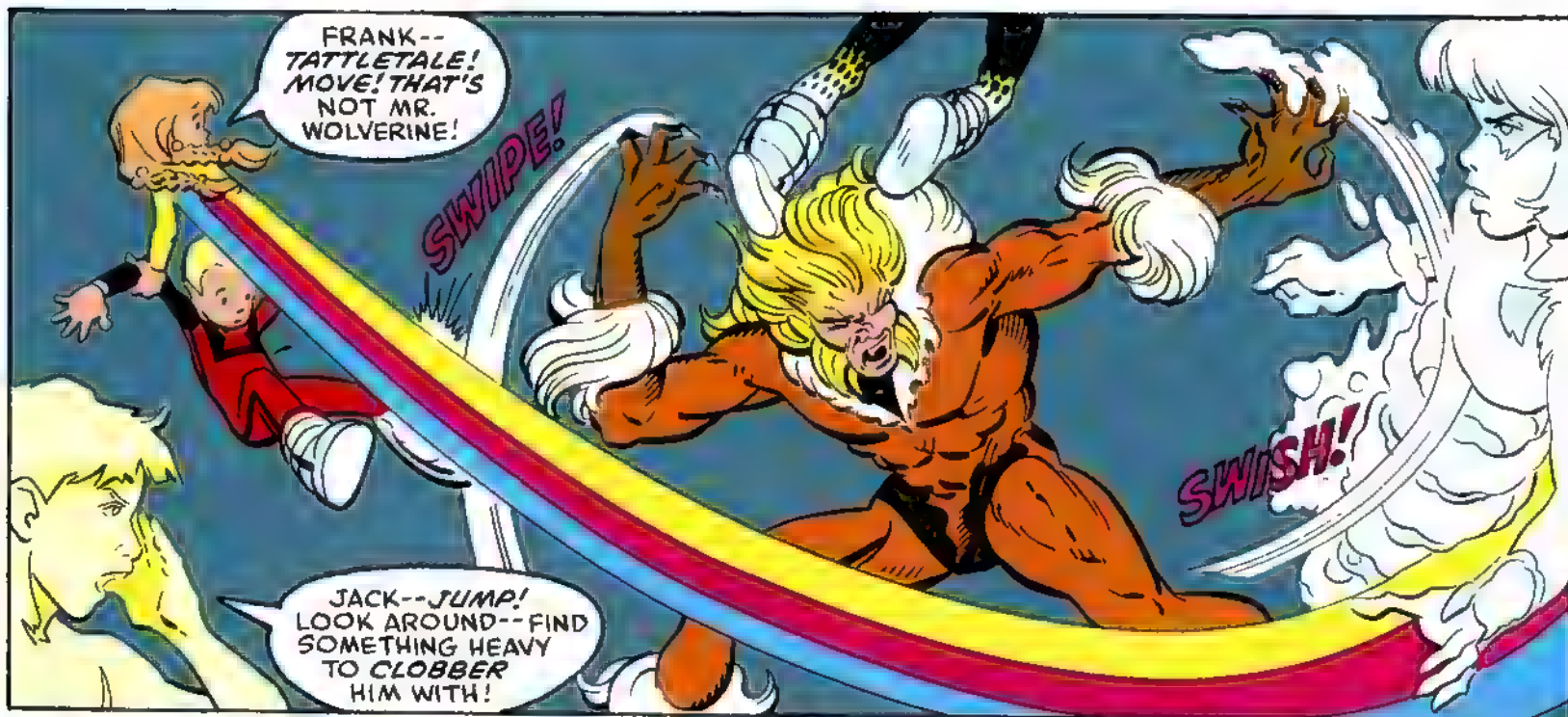
THEY CAN'T BE...! ANNALEE SAID THERE WERE HUNDREDS OF MORLOCKS!

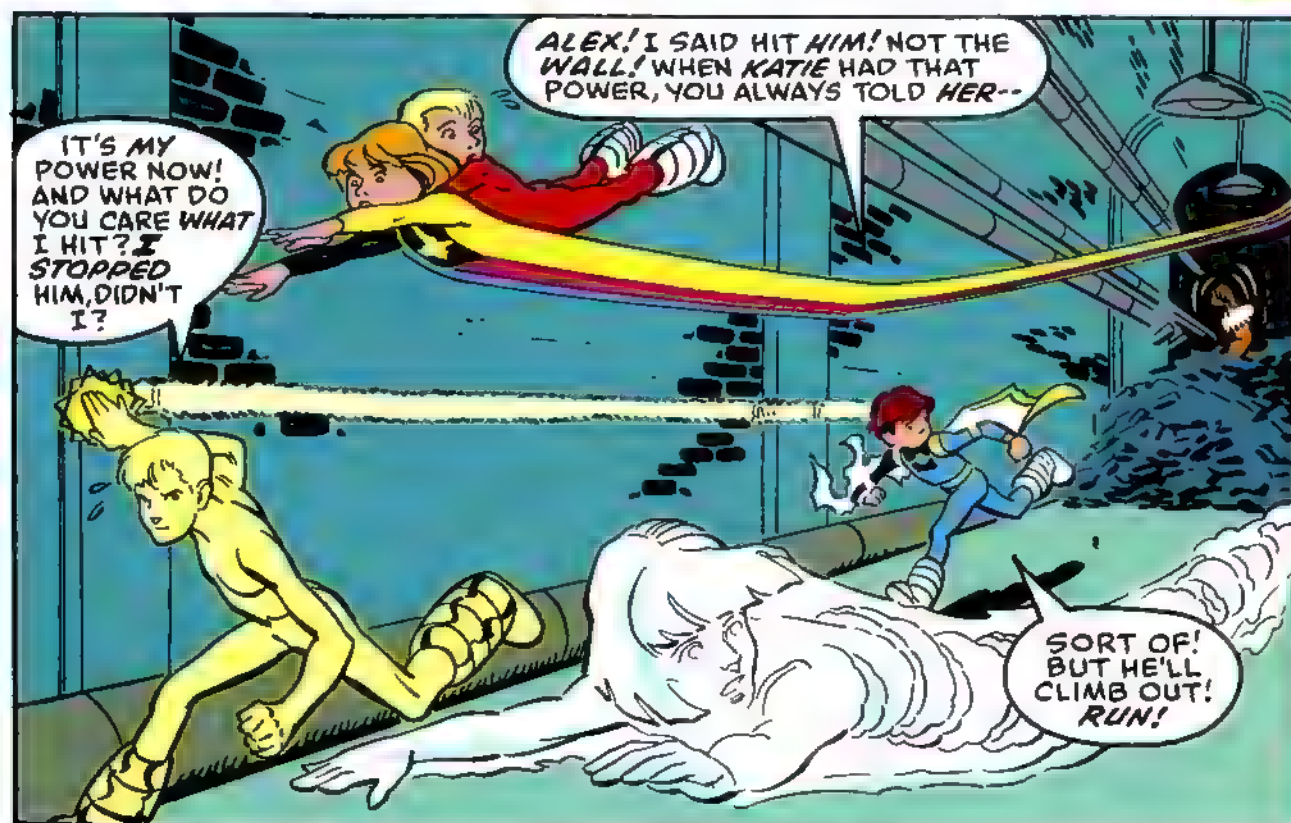
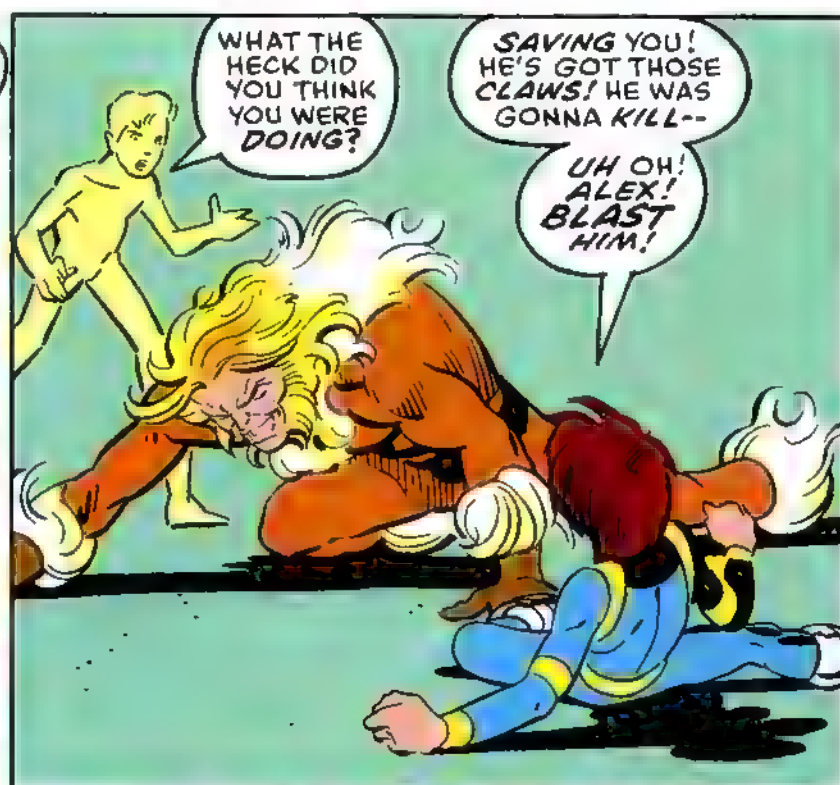
BUT FRANK CAN FIND OUT! FRANK, SEND OUT YOUR DREAM SELF! TRY AND FIND LEECH! COME ON! HURRY!

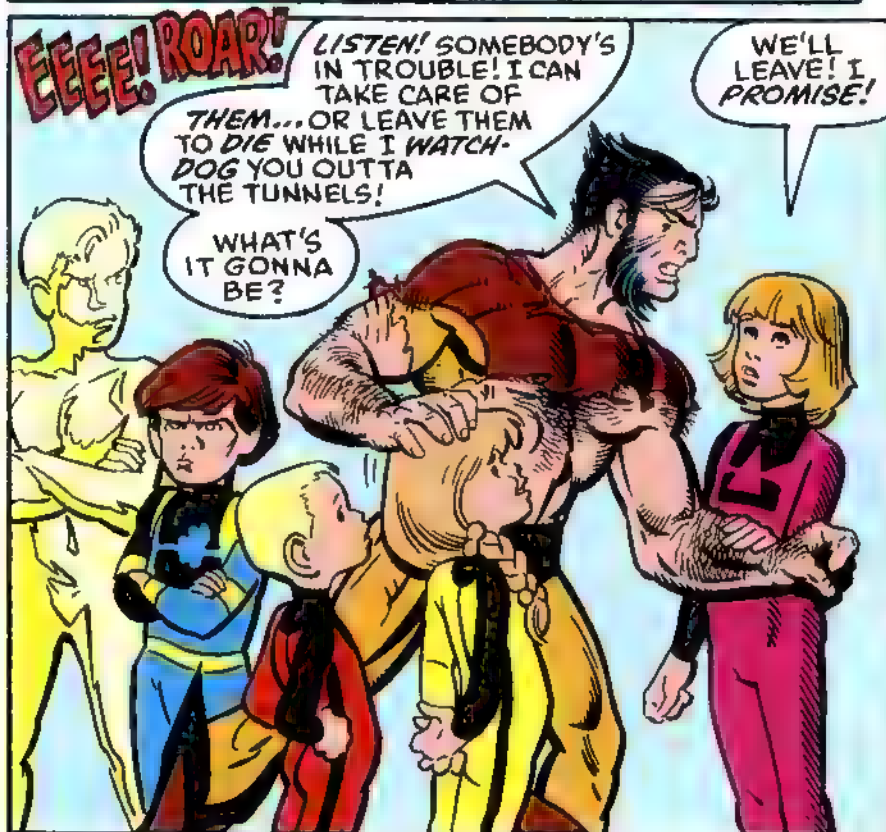
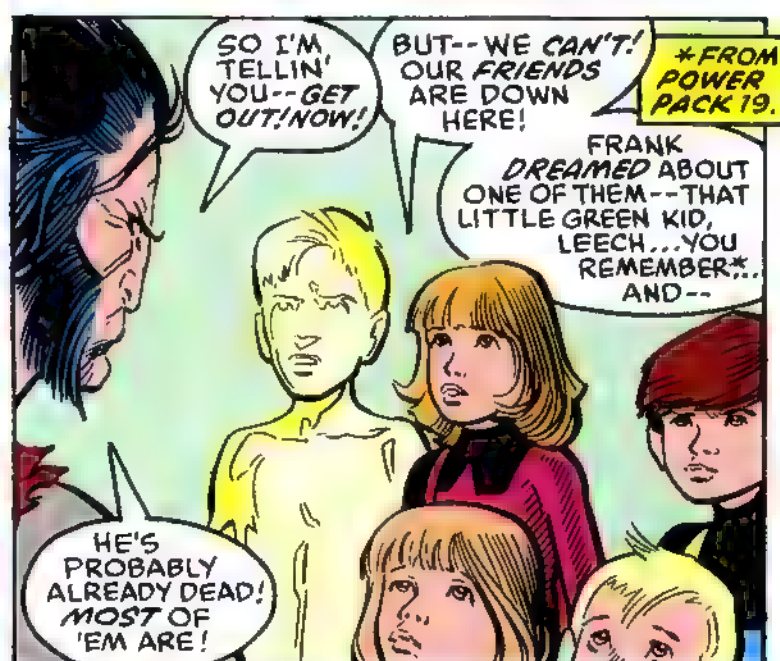
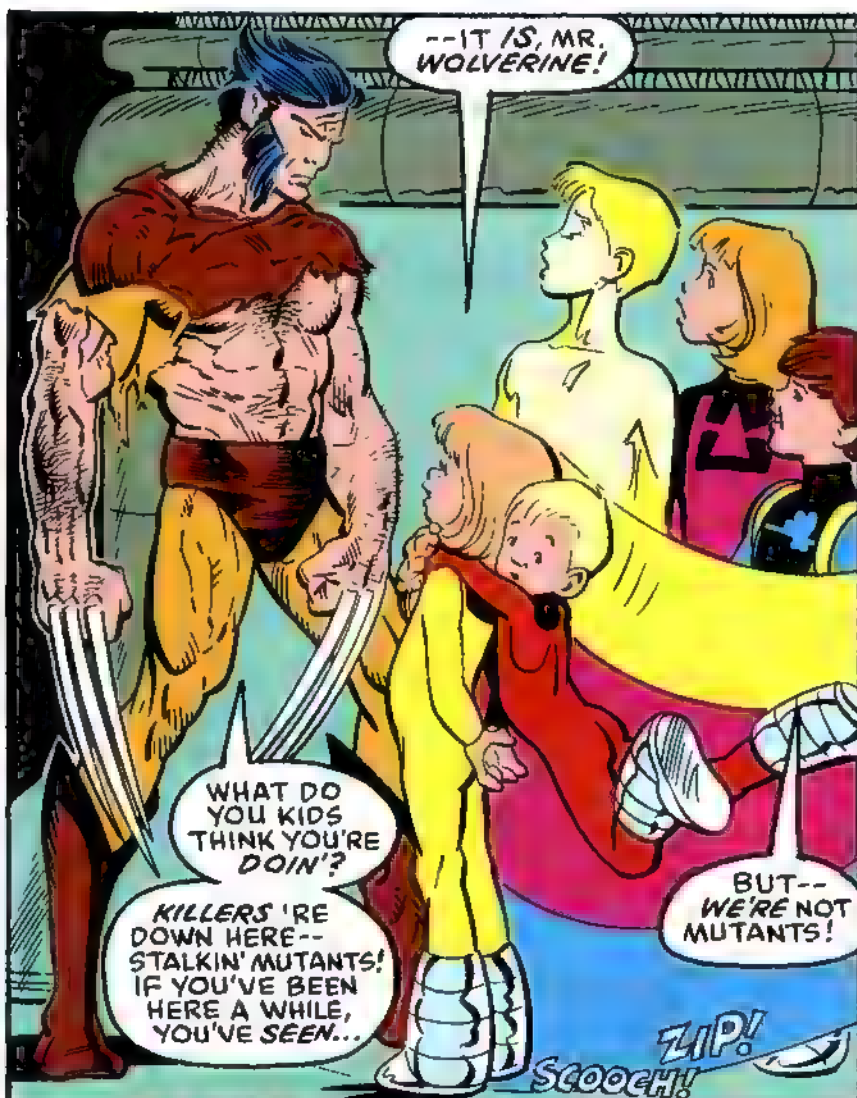
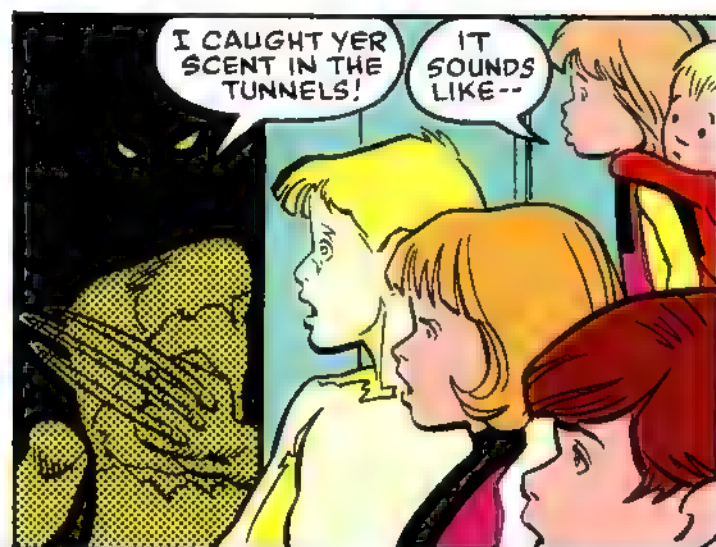
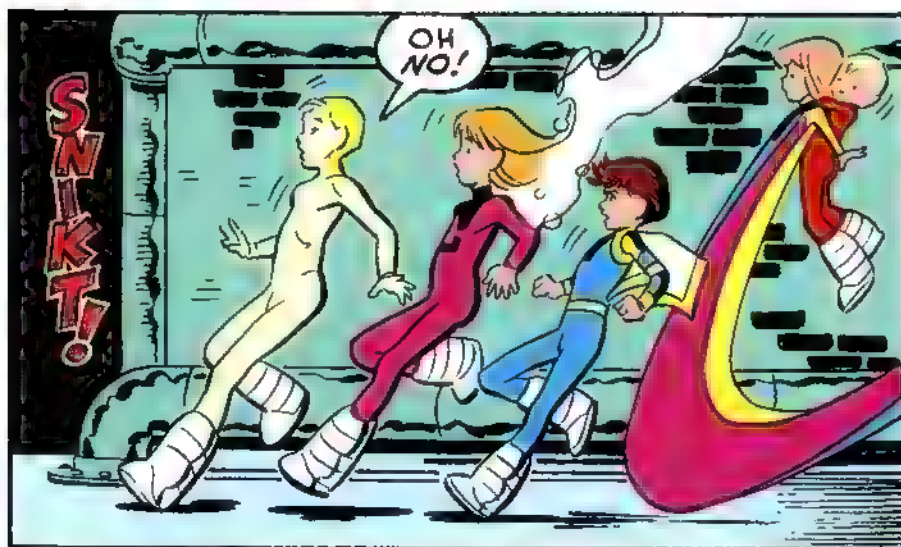
OUR FRIENDS...THEY'RE OKAY, AREN'T THEY, JULIE...? LEECH AN' ERG AN' APE AN' TAR BABY AN' ANNALEE...?

I...I DON'T KNOW, BABY!











BUT... HE'D HAVE LET SOMEBODY DIE--AN' IT WOULD'VE BEEN OUR FAULT! I PROMISED! I HAD TO!

WE DIDN'T!

YOU BET WE DIDN'T! WE WERE GIVEN OUR POWERS TO SAVE WORLDS! HOW WOULD IT LOOK IF WE COULDN'T SAVE ONE LITTLE KID?

IF YOU WANNA LEAVE, LEAVE! WE'RE GONNA FIND LEECH!



NO... I CAN'T! WE'RE A TEAM, RIGHT? WE STICK TOGETHER! LET'S... LET'S VOTE!

OKAY! ALL IN FAVOR OF STAYING, SAY AYE!

AYE!

AYE!

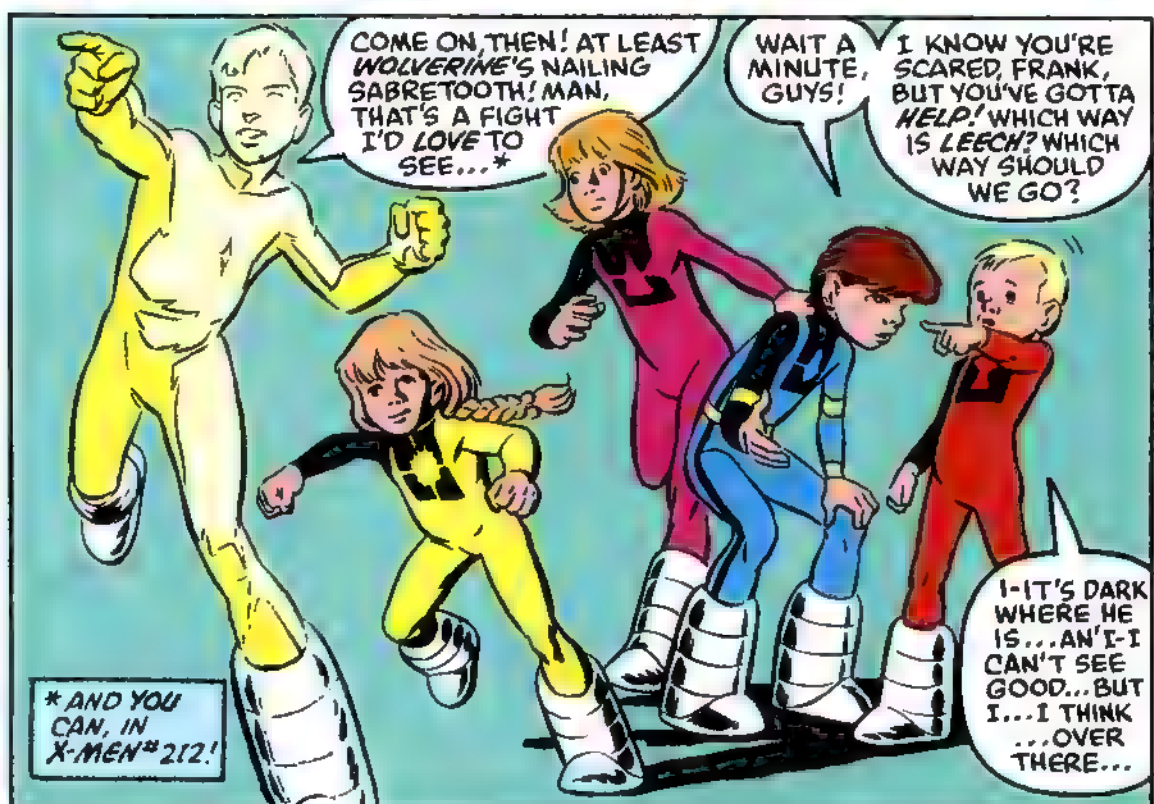
I!

EYE?



I... I WANNA STAY TOO... BUT I PROMISED ... AND I'LL KEEP MY PROMISE... I HAVE TO... I SAID I'LL LEAVE AND I WILL...

...AFTER WE GET LEECH!



COME ON, THEN! AT LEAST WOLVERINE'S NAILING SABRETOOTH! MAN, THAT'S A FIGHT I'D LOVE TO SEE... *

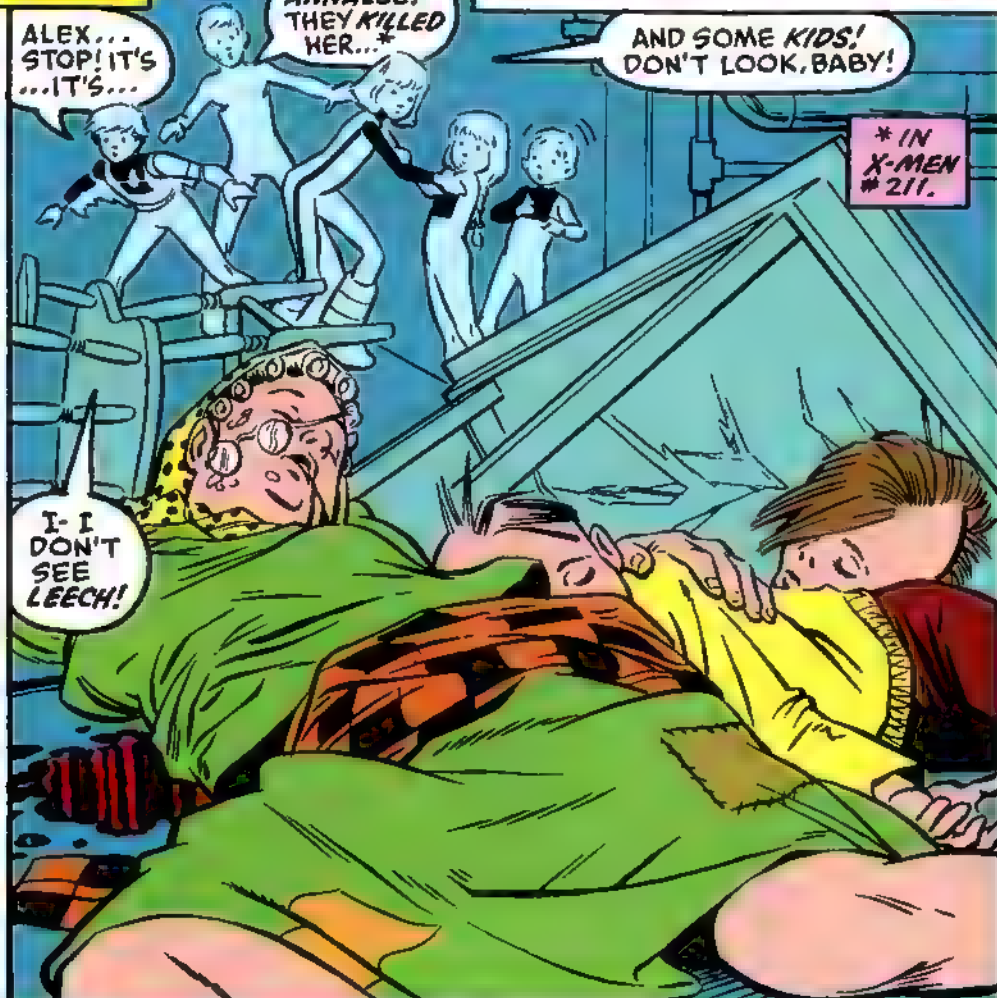
WAIT A MINUTE, GUYS!

I KNOW YOU'RE SCARED, FRANK, BUT YOU'VE GOTTA HELP! WHICH WAY IS LEECH? WHICH WAY SHOULD WE GO?

I-IT'S DARK WHERE HE IS... AN'I-I CAN'T SEE GOOD... BUT I... I THINK ... OVER THERE...

* AND YOU CAN, IN X-MEN #212!

LATER...



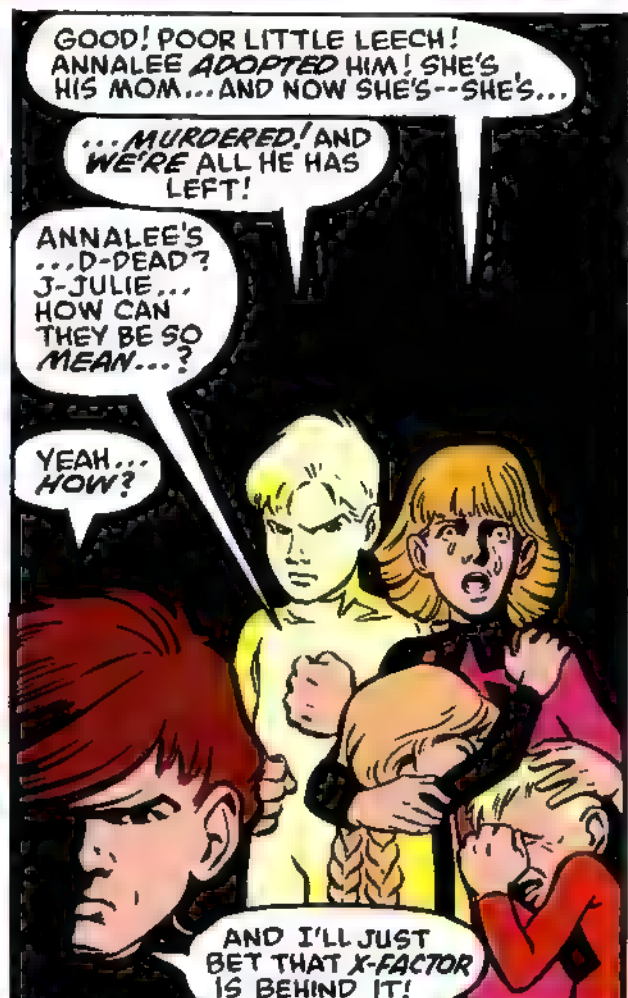
ALEX... STOP! IT'S ... IT'S...

ANNALEE! THEY KILLED HER...

AND SOME KIDS! DON'T LOOK, BABY!

* IN X-MEN #211.

I-I DON'T SEE LEECH!



GOOD! POOR LITTLE LEECH! ANNALEE ADOPTED HIM! SHE'S HIS MOM... AND NOW SHE'S-- SHE'S...

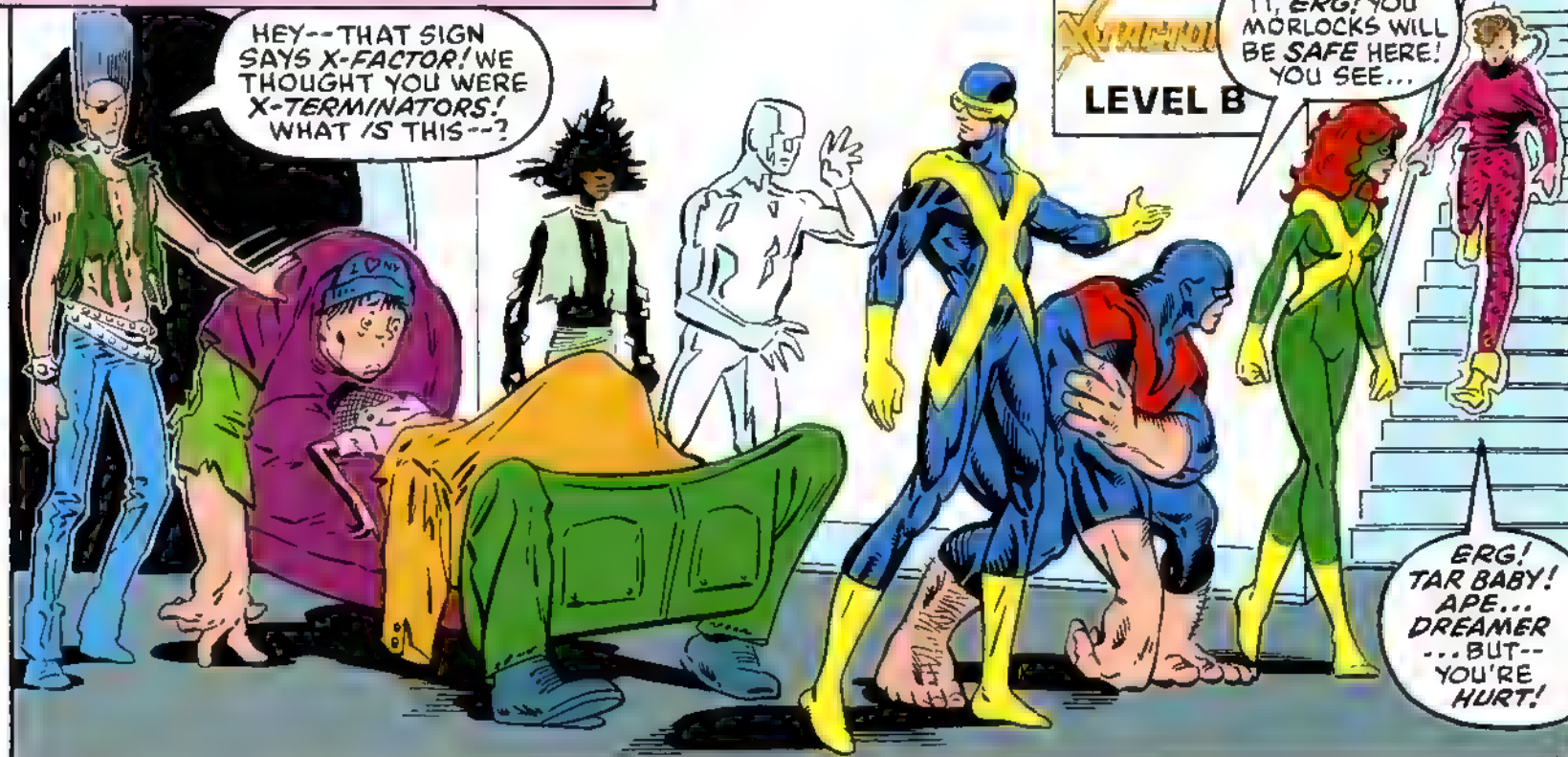
...MURDERED! AND WE'RE ALL HE HAS LEFT!

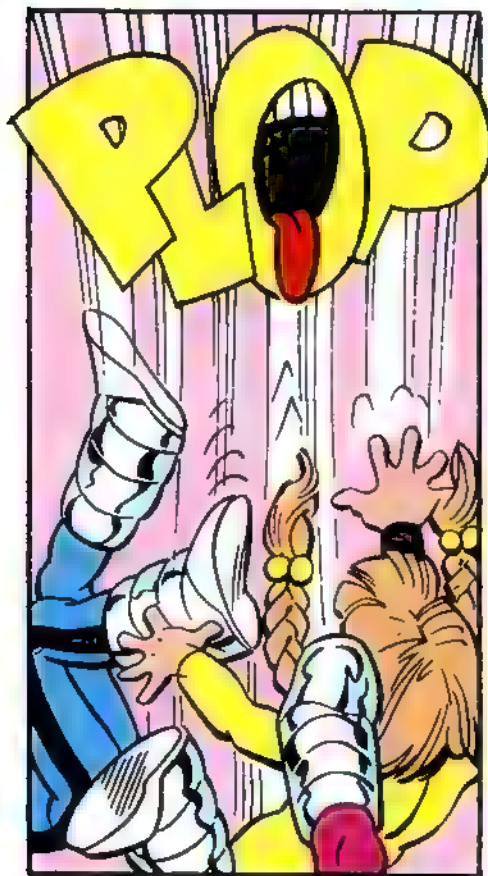
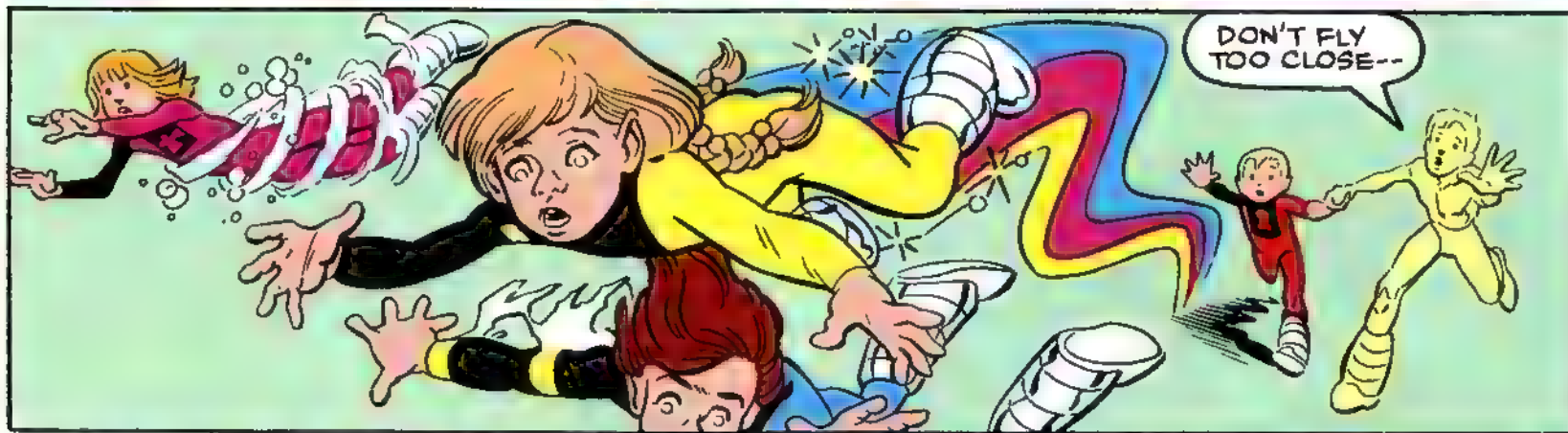
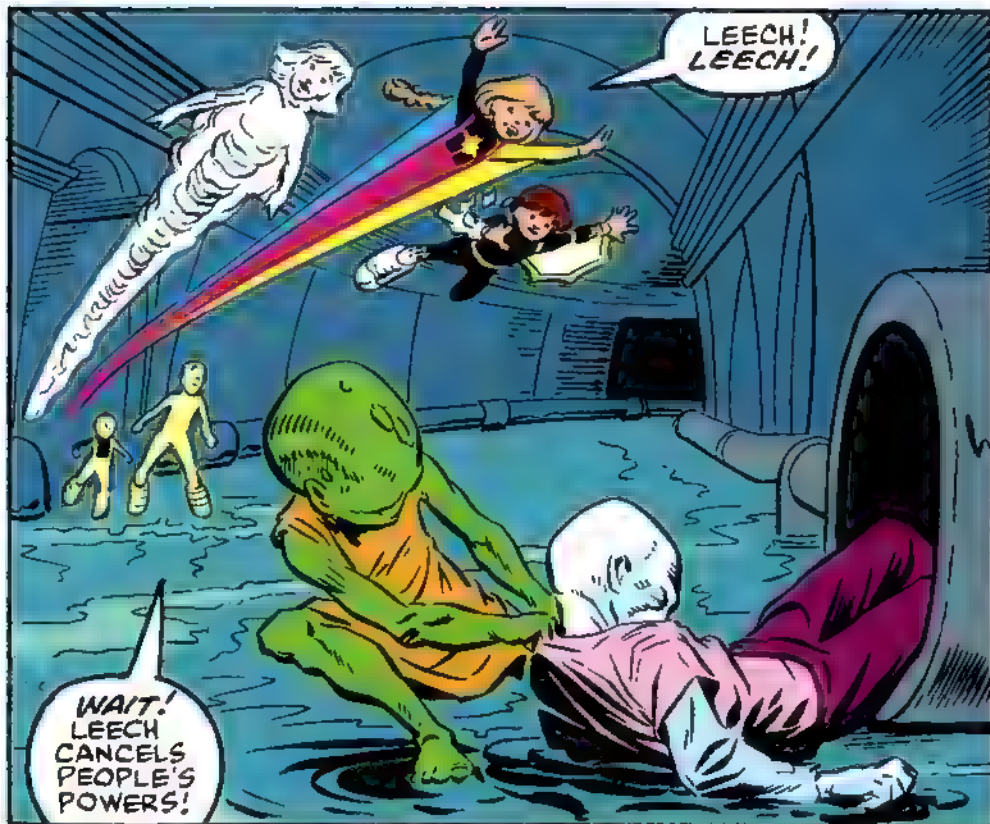
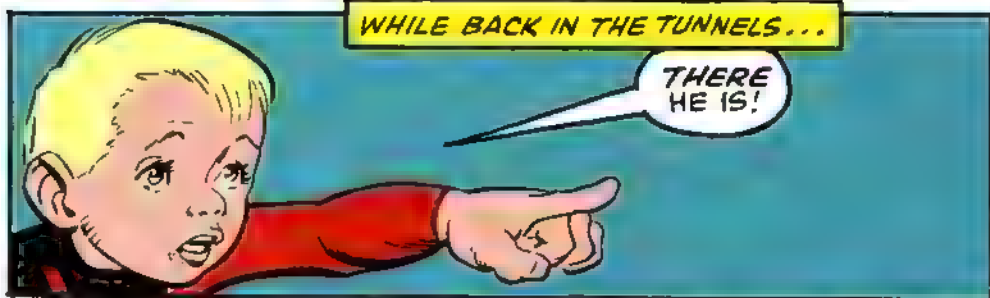
ANNALEE'S ... D-DEAD? J-JULIE... HOW CAN THEY BE SO MEAN...?

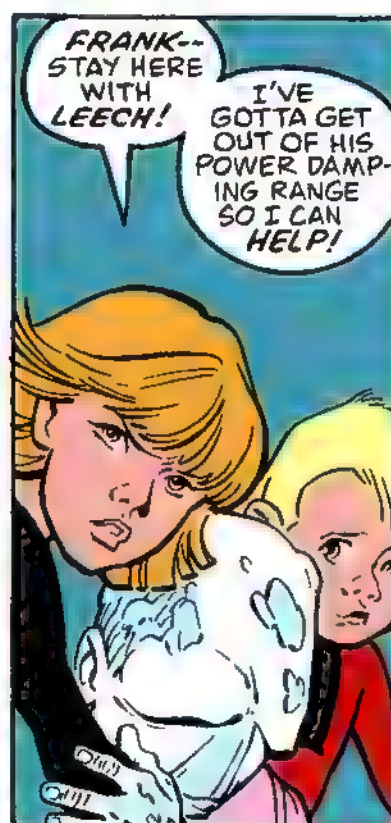
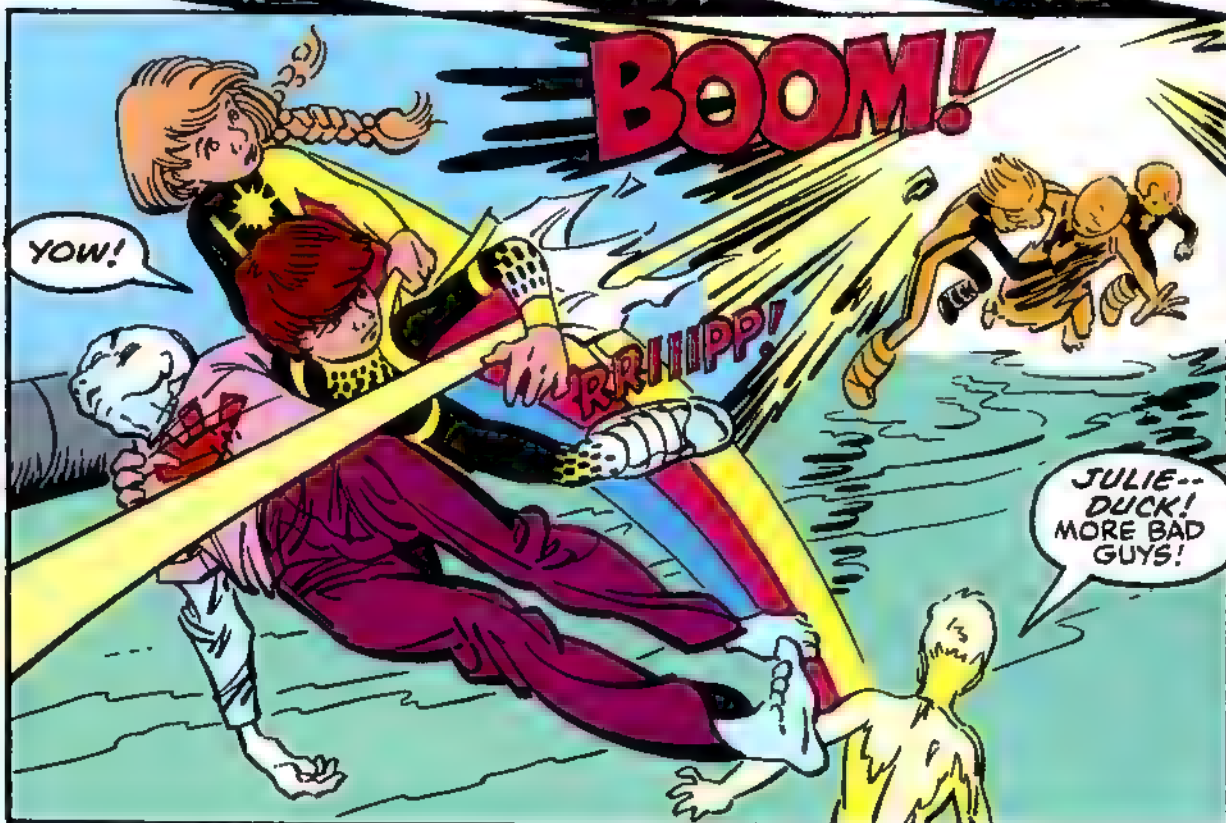
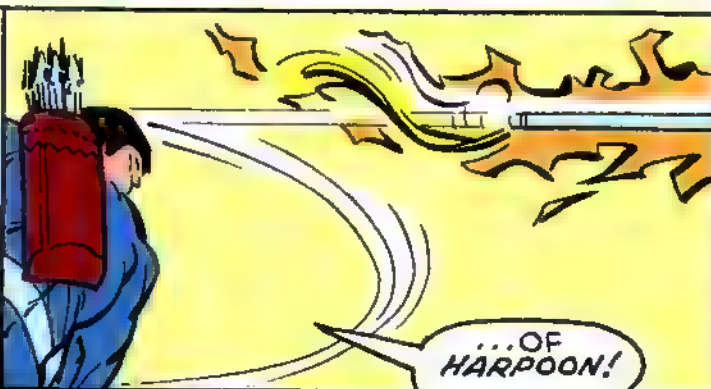
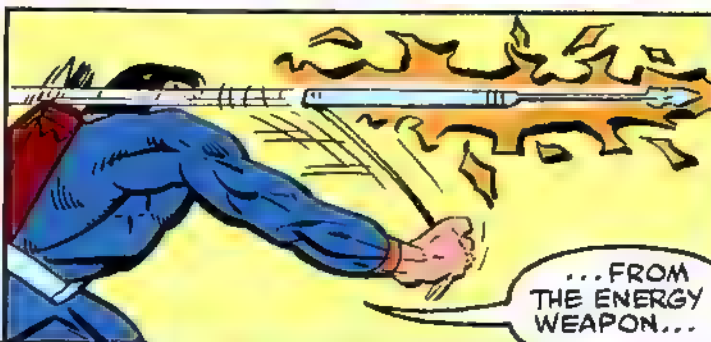
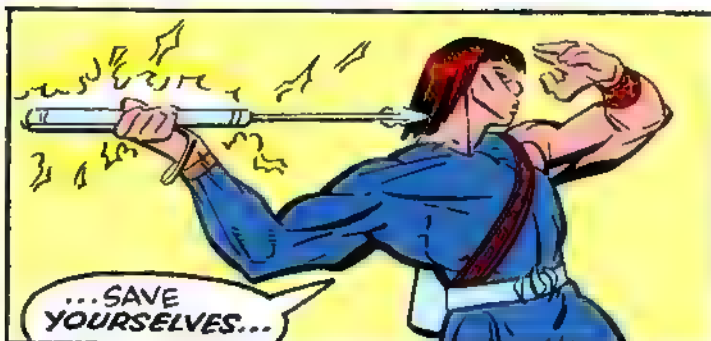
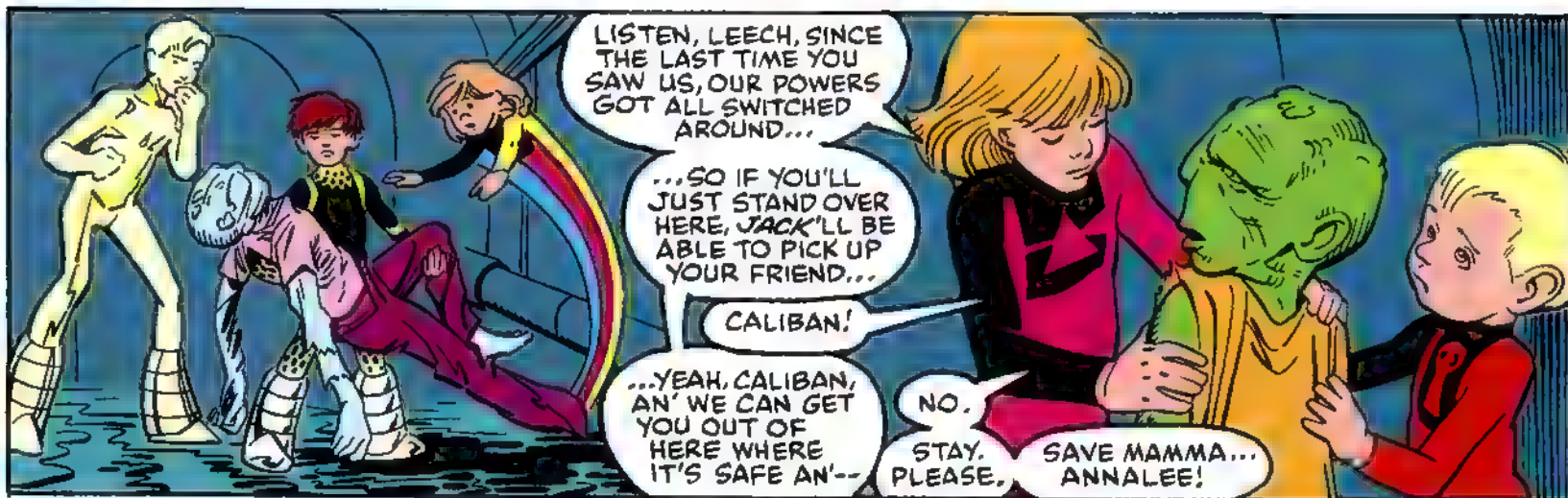
YEAH... HOW?

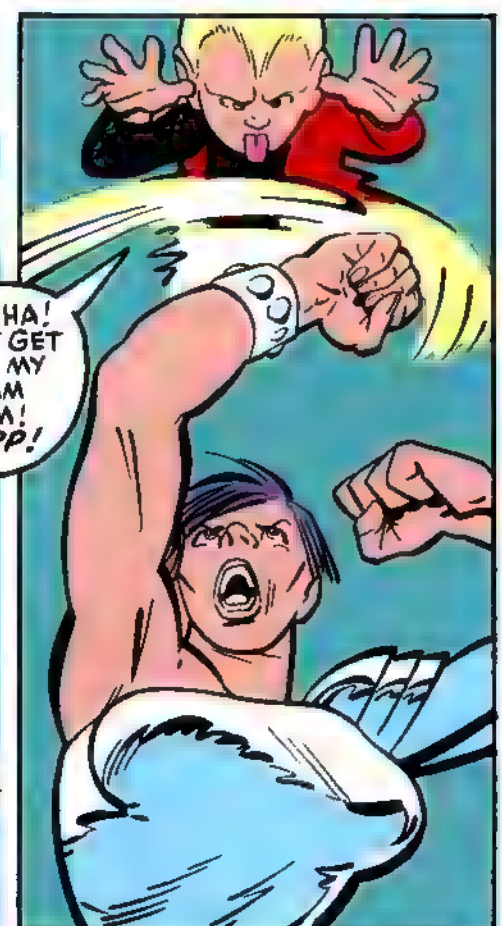
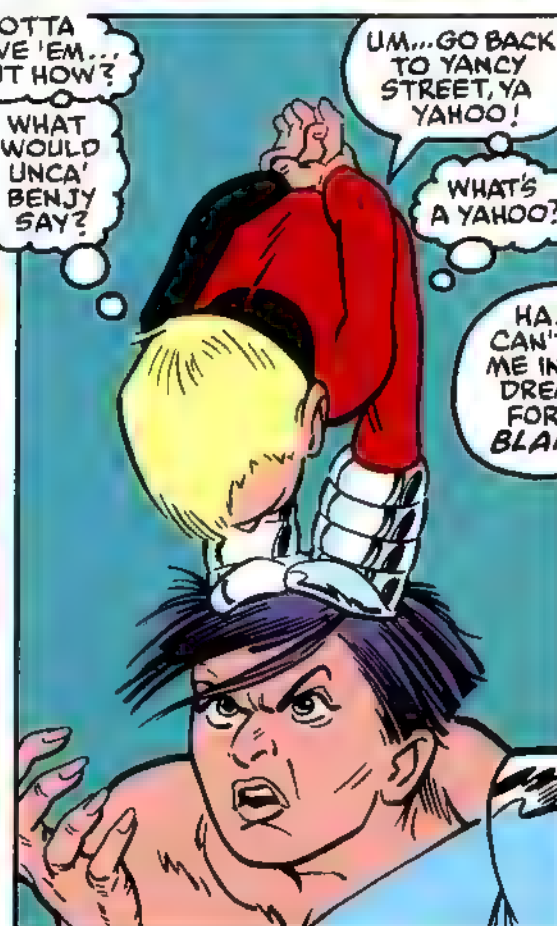
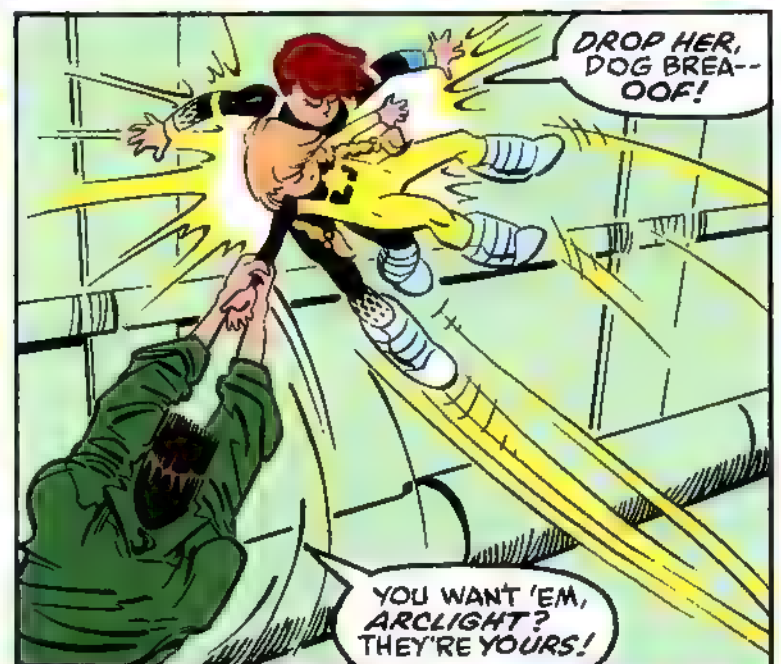
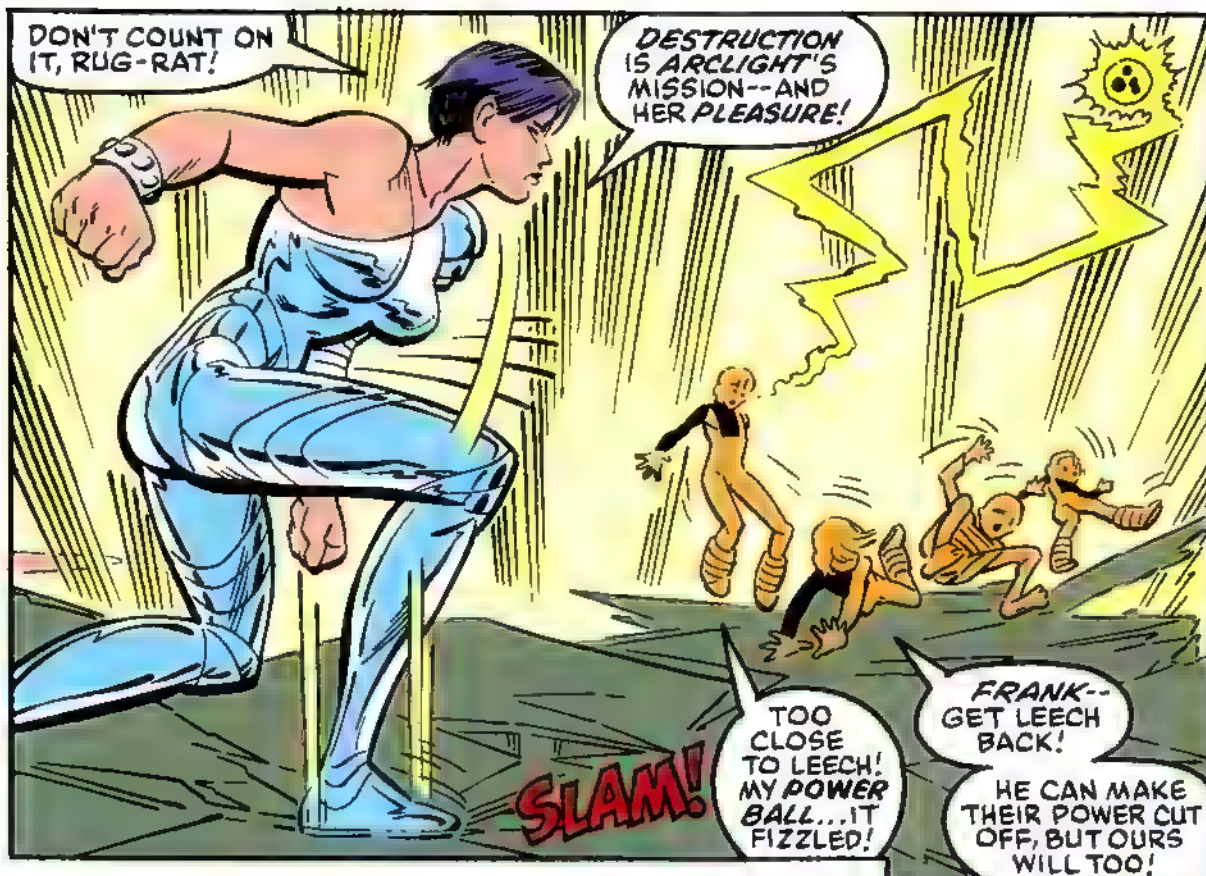
AND I'LL JUST BET THAT X-FACTOR IS BEHIND IT!

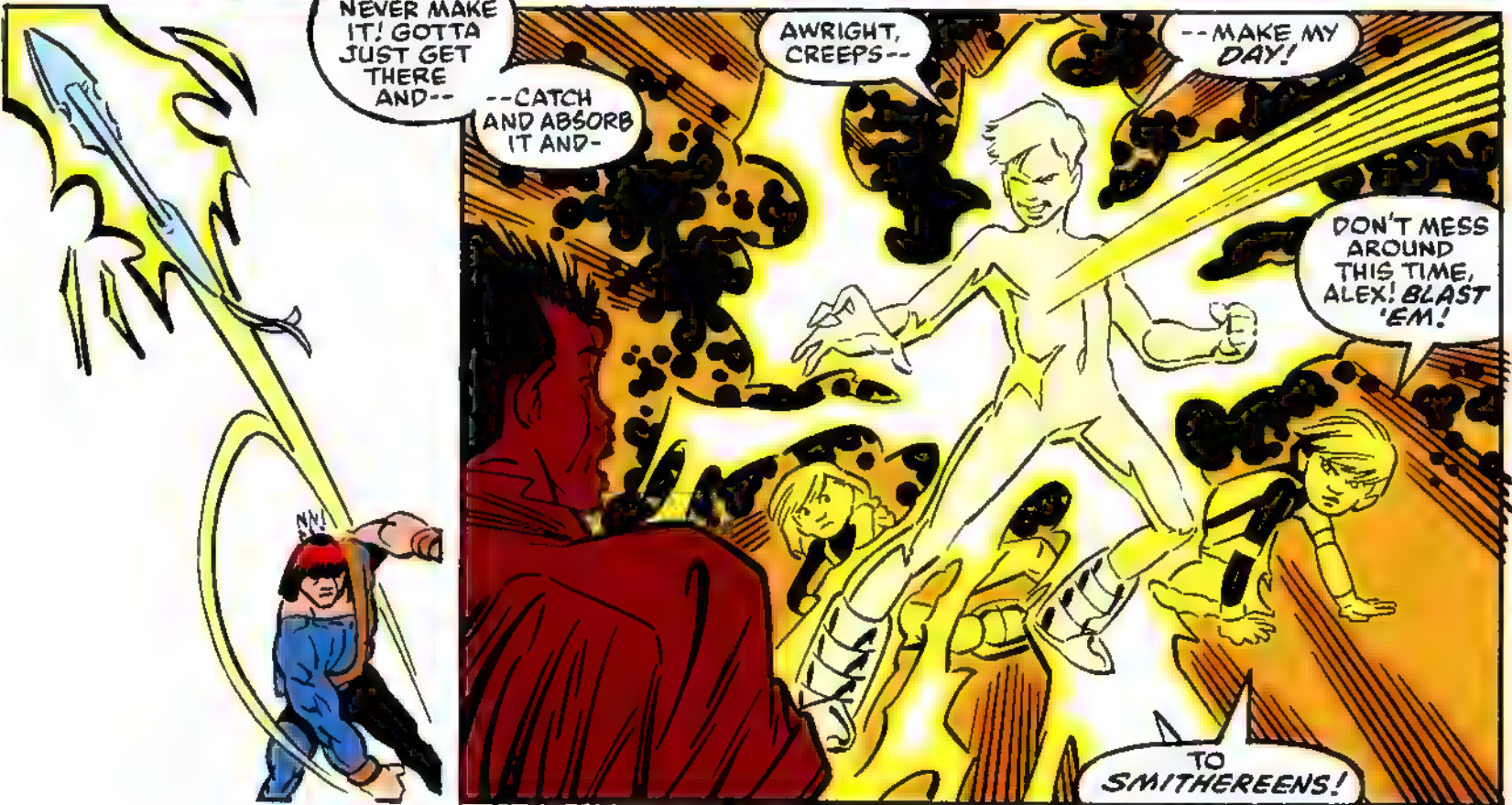
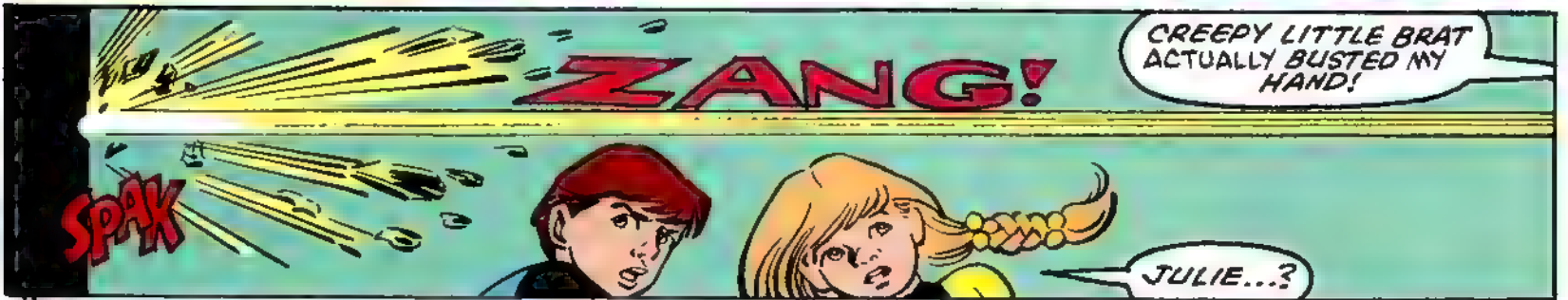
AND MILES AWAY, A SORRY BAND OF
MUTANTS ENTERS THE X-FACTOR COMPLEX...

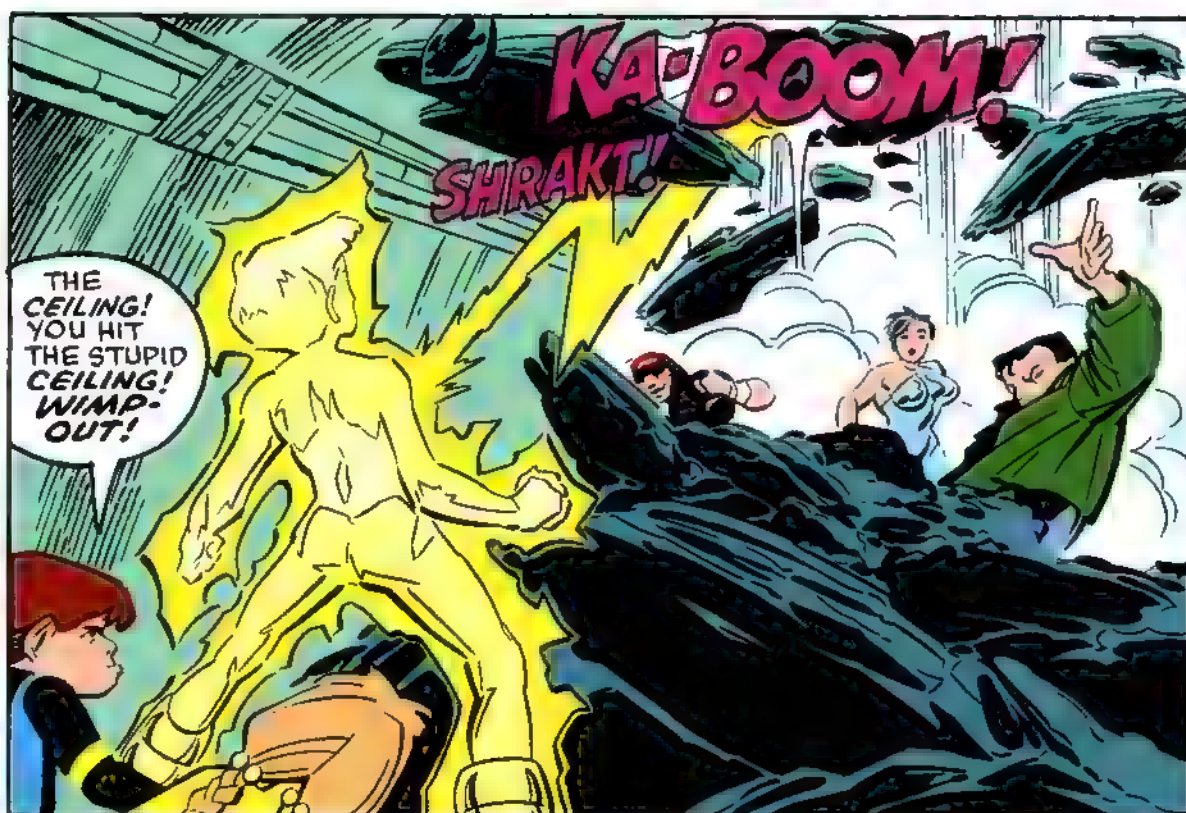


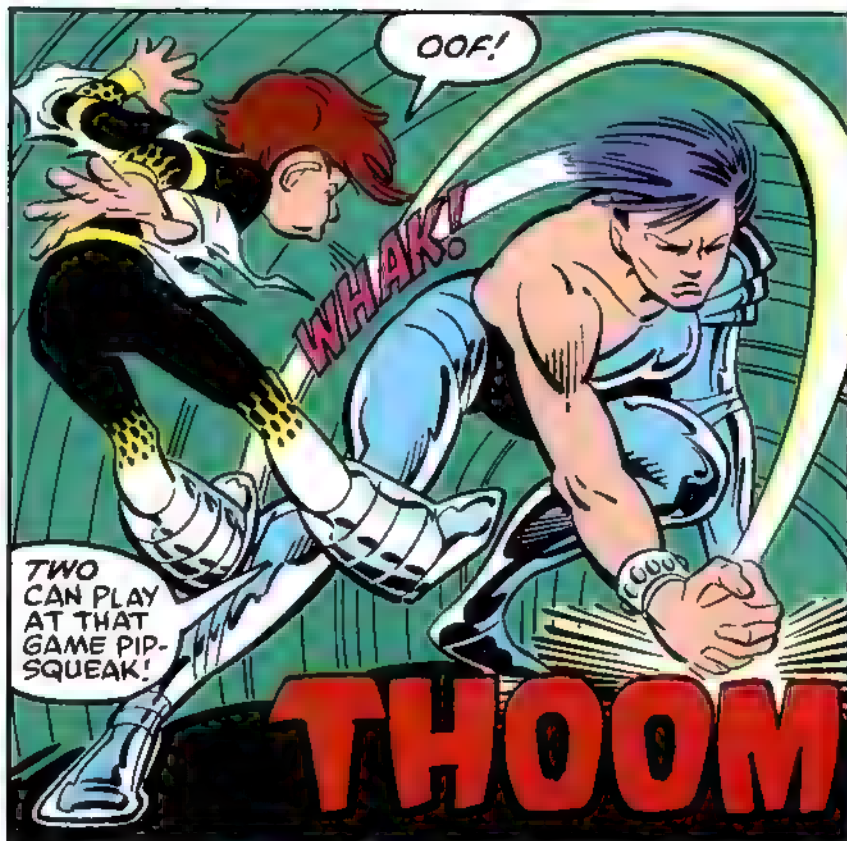


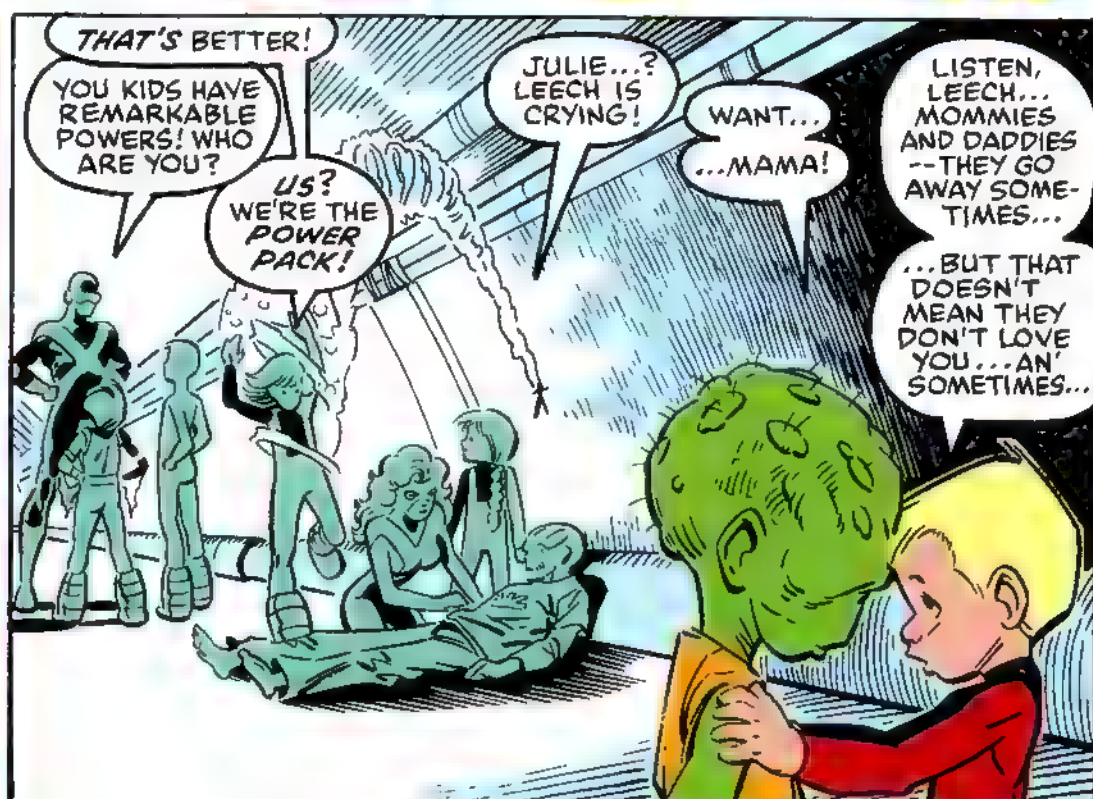
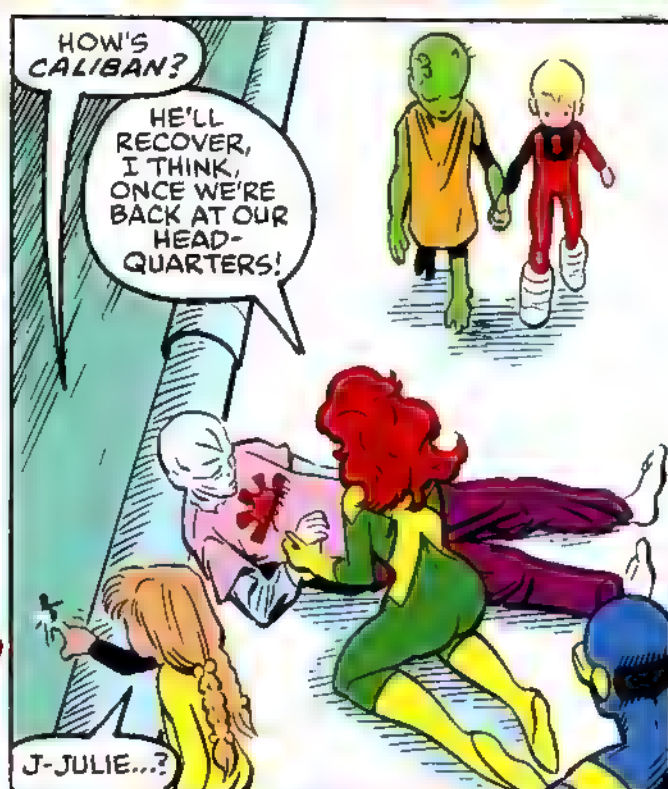
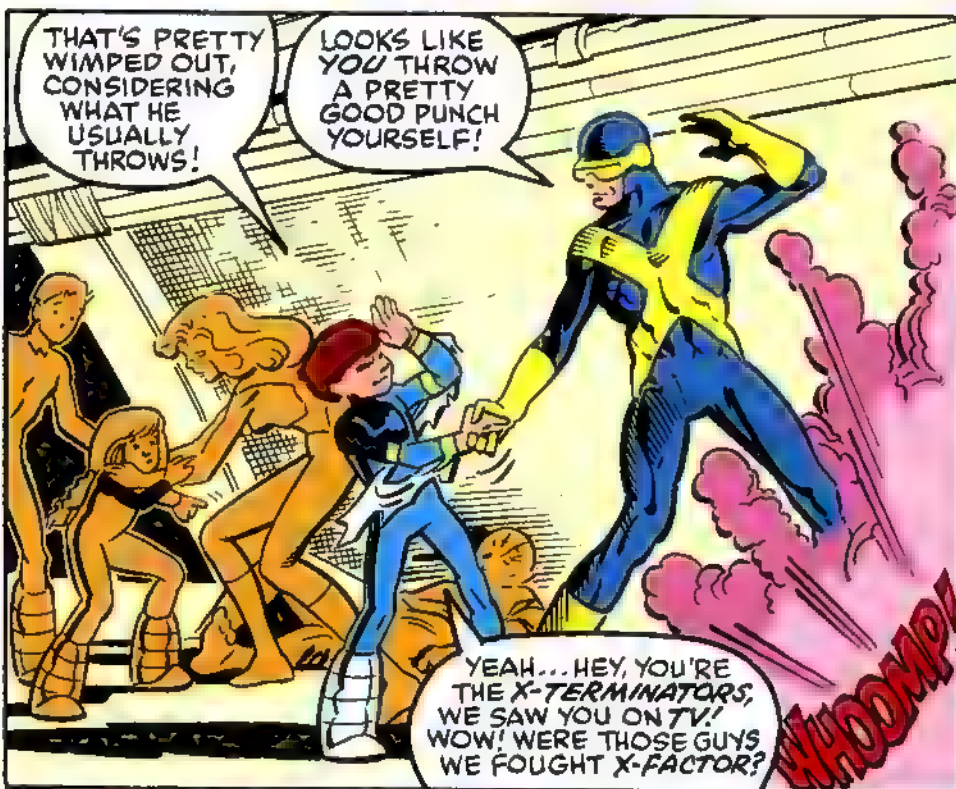
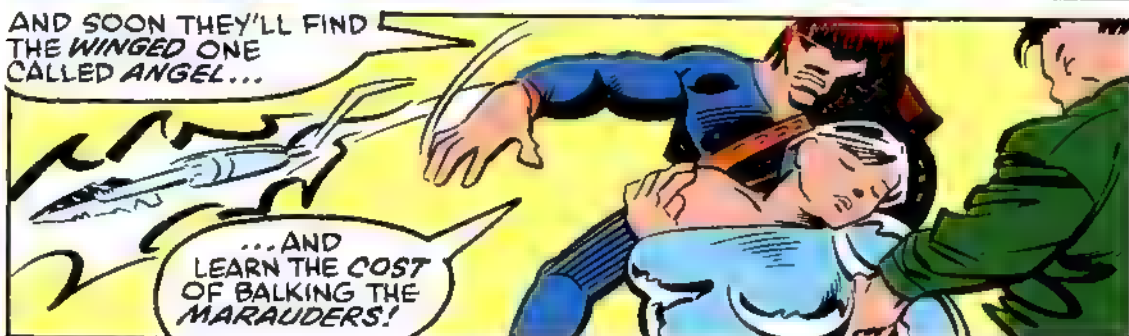
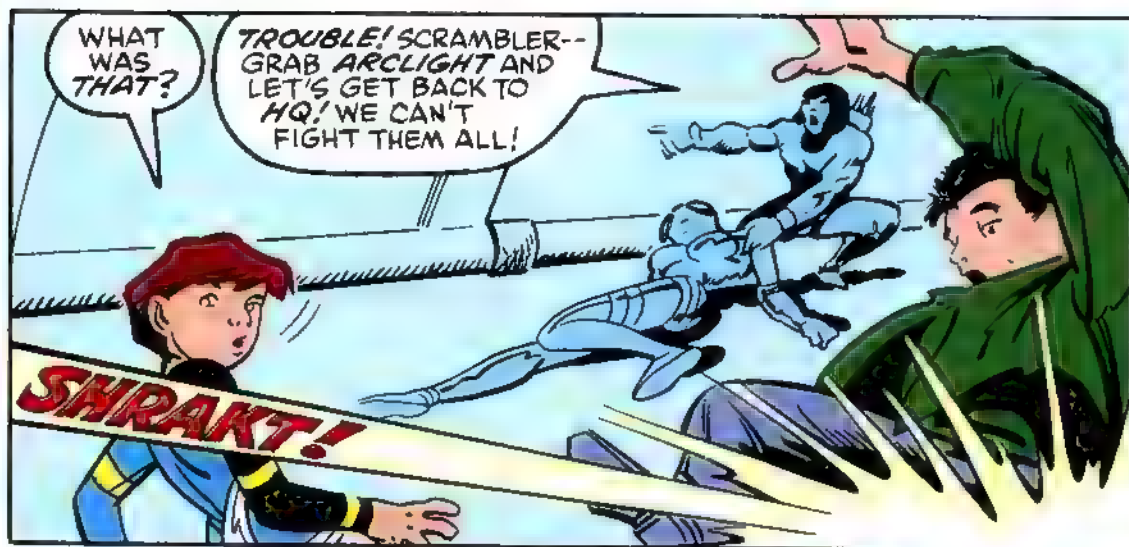
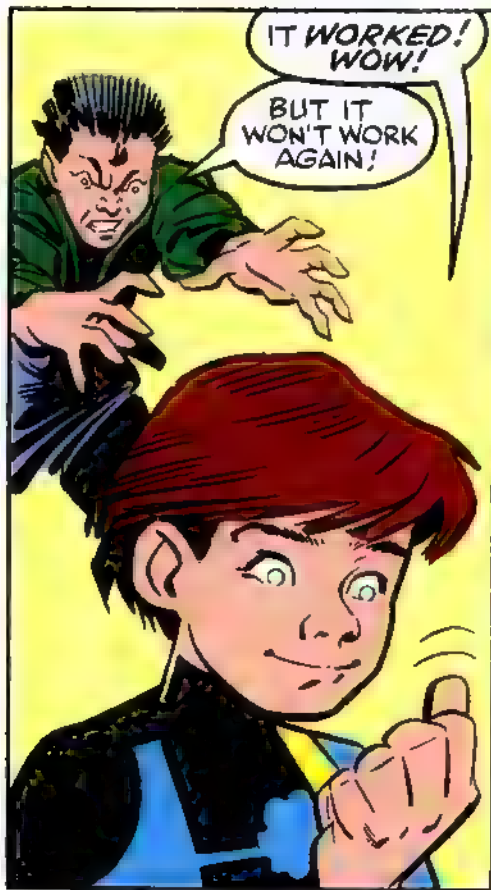


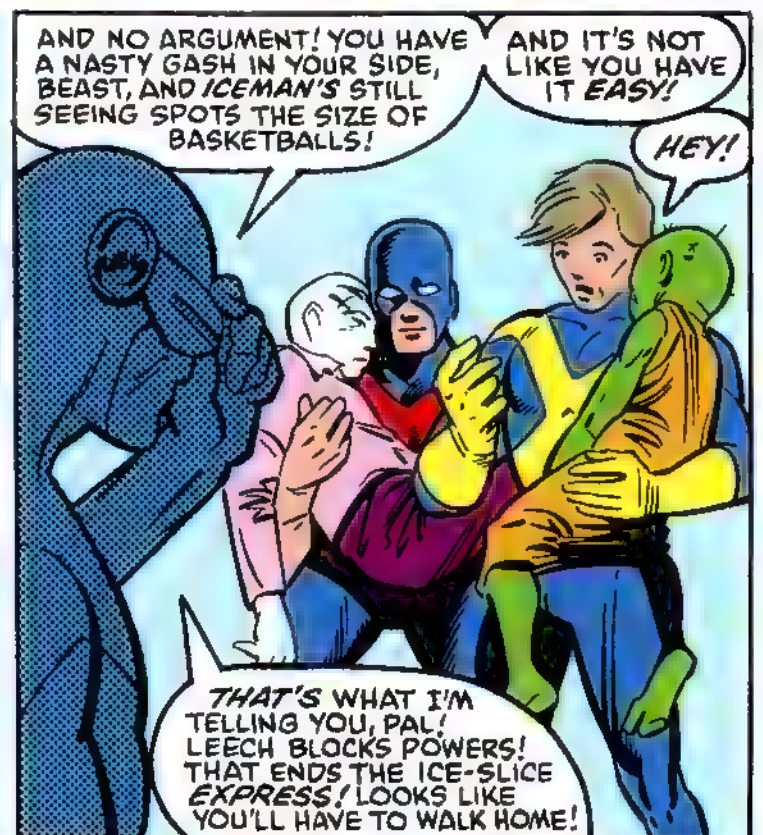
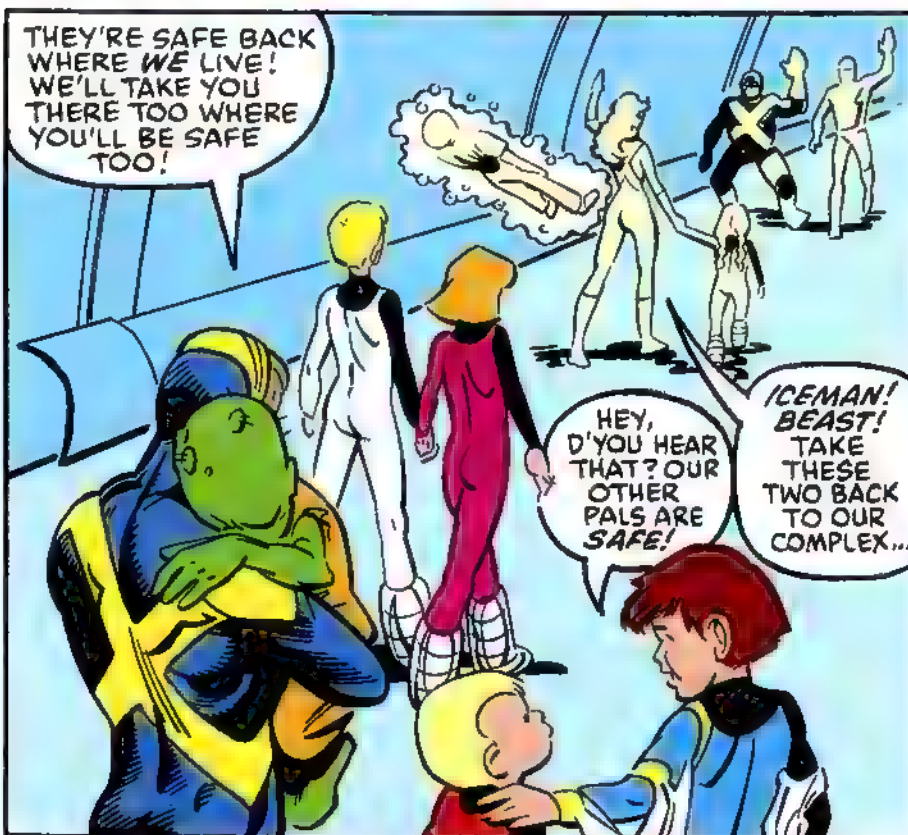
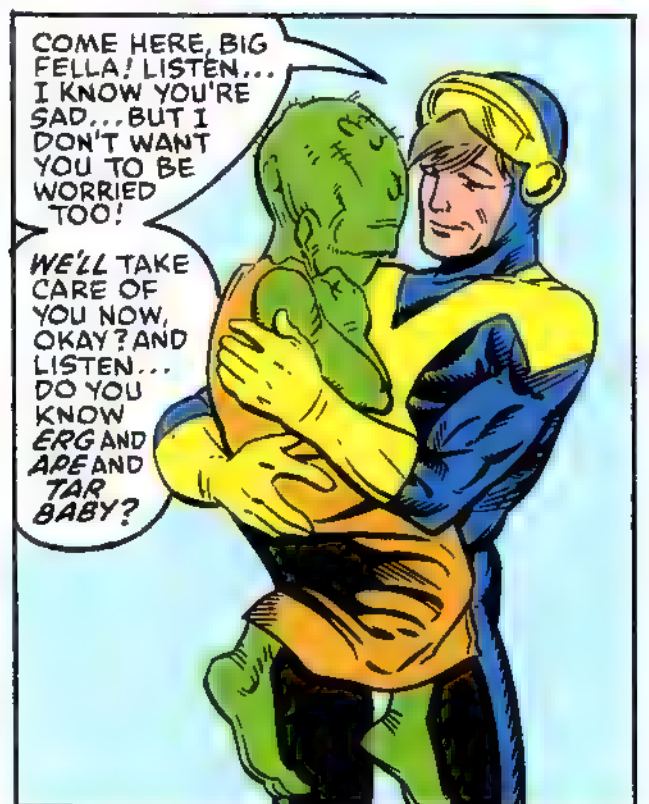
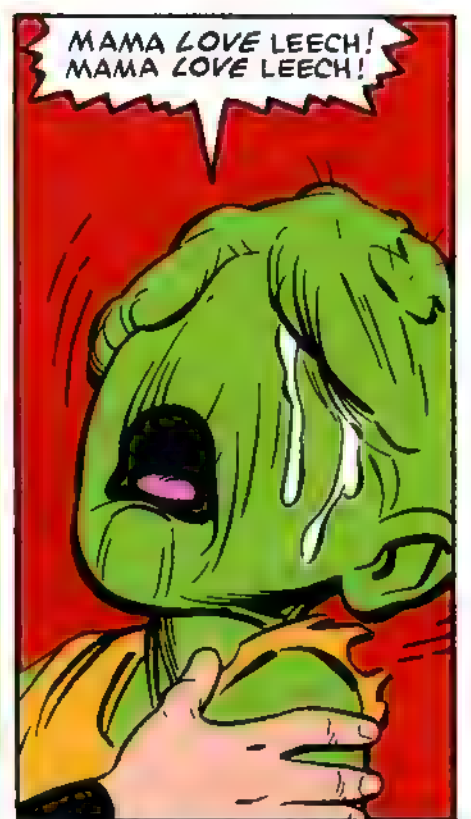
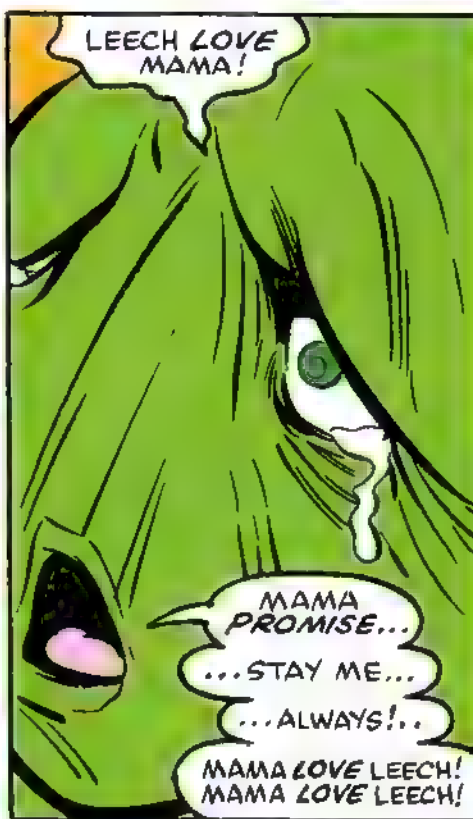
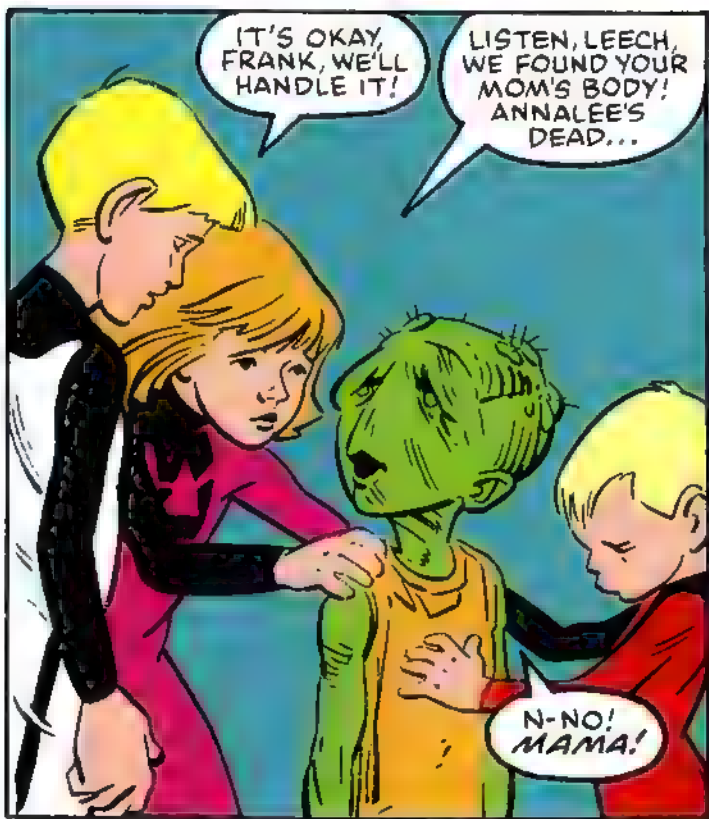


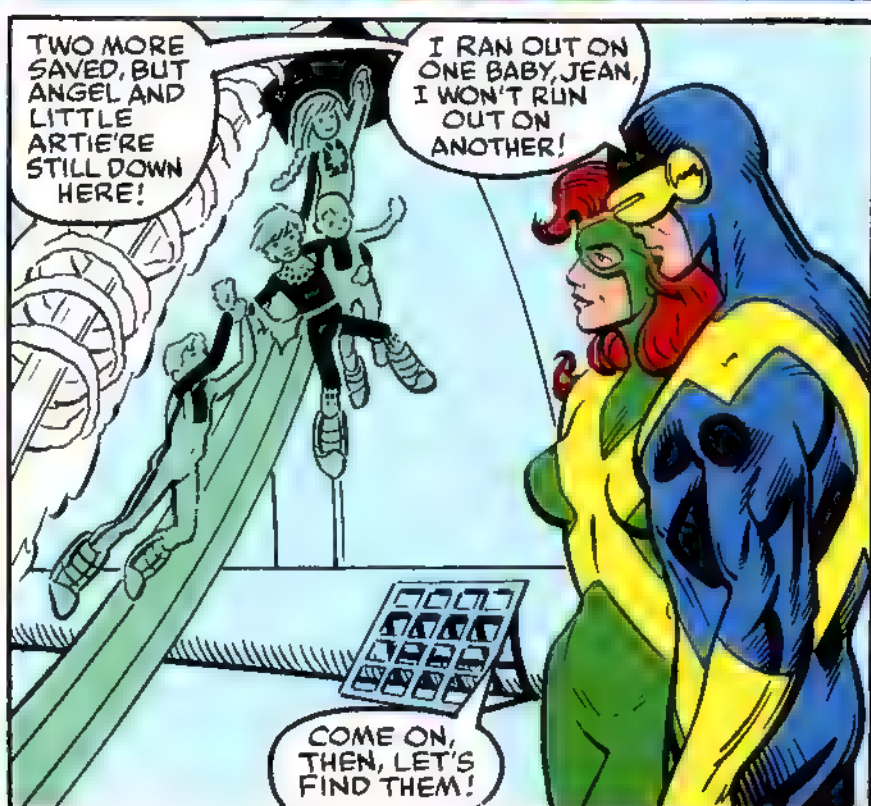
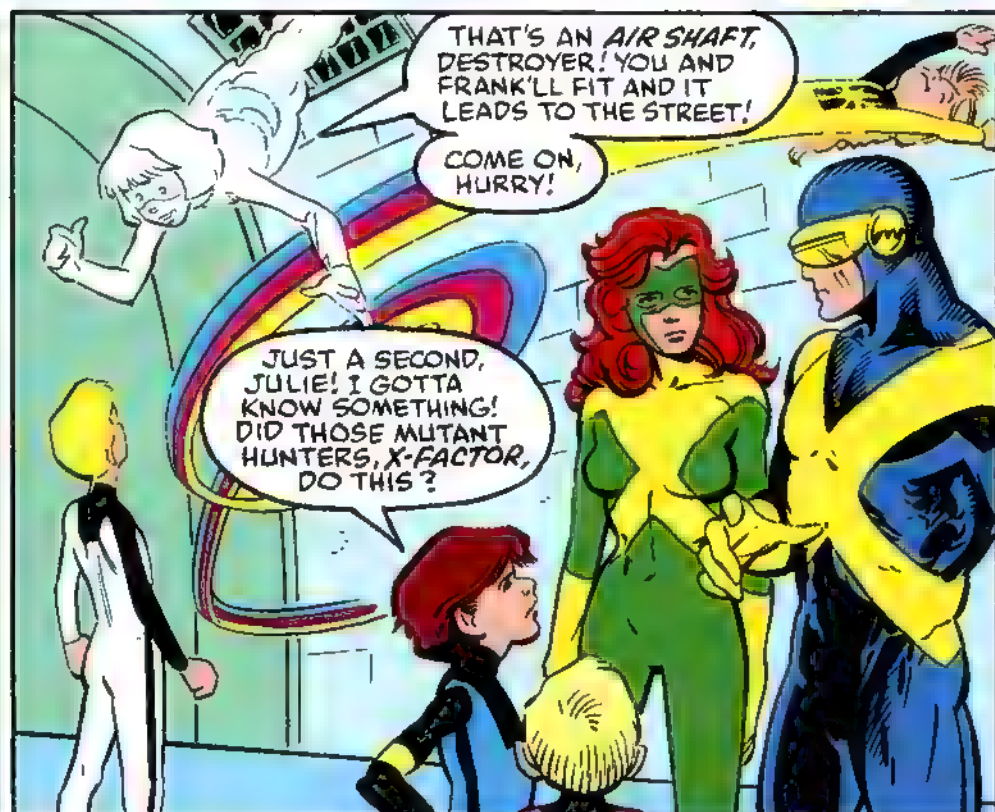
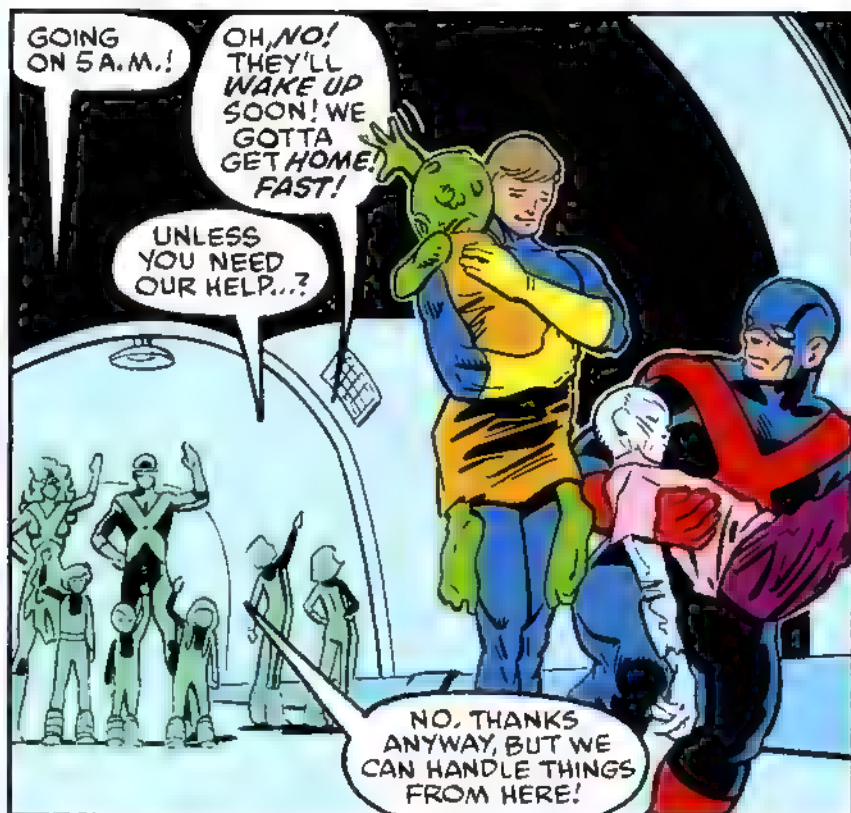
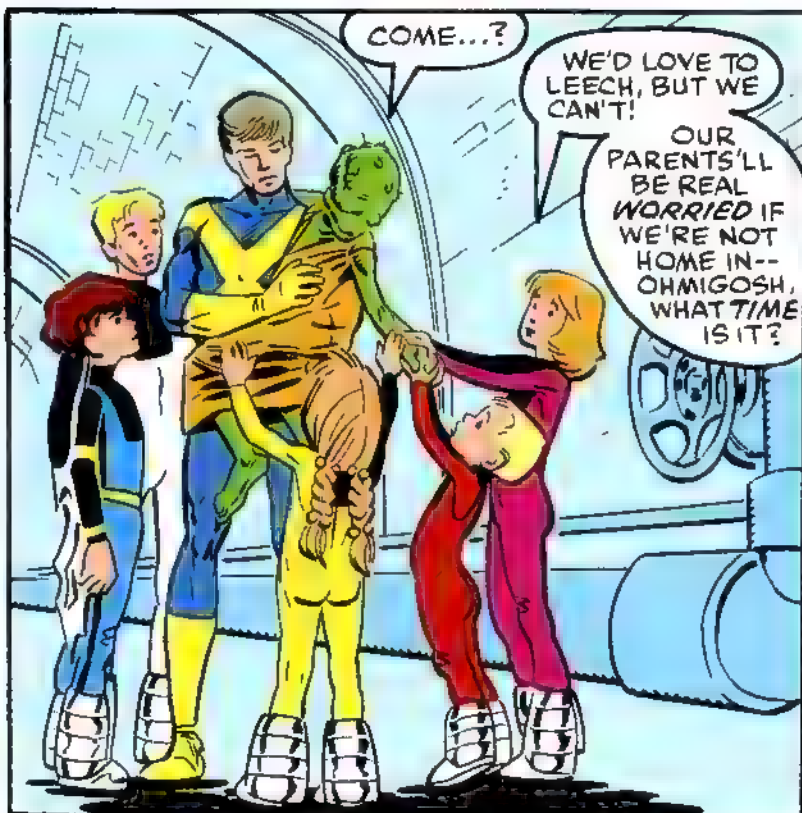












SOON...

GOOD GRIEF! IT /S LATE!

YEAH! THAT WAS SOME PUNCH, JACK! I DIDN'T KNOW THE GRAVITY POWER WOULD DO THAT?

BOING

HOP

ZING

BOING

BOING

HOP

BOING

SNIEF!

TA-DA!

GRAVITY POWER--THE JUMPING JACK WAY!

BOUND

ME NEITHER! NOT TILL I TRIED IT!

LOOK WHAT ELSE I CAN DO!

OH, NO! FRANK, WHAT'S THE MATTER?

POOR LEECH! AT LEAST I HAVE A MOMMY AND DADDY--EVEN IF THEY DID GO 'WAY! I GUESS -SNIFF- I GUESS I'M LUCKY...

I JUS' WISH THEY'D COME HOME!

THEY WILL, FRANK!
HONEST! MAYBE
THEY'RE HOME
ALREADY!

WANT US TO
COME WITH YOU
AND CHECK? IT'S
ON THE WAY
HOME...

HERE, ALEX!
THANKS, BUT
FORGET IT!

THEY GET RIPPED AN' STUFF! YA KNOW...?

A FEW CRUMMY DAYS AND ALREADY HE'S DOING THINGS WITH MY POWER I NEVER EVEN THOUGHT OF...

HEY GUYS--
WAIT UP!

...AND THE COOL DESTROYER
COULDN'T EVEN FIRE A
STUPID POWER BALL AT
SOME CREEPS WHO
DESERVED IT!

MAYBE JACK
SHOULD'VE
GOT THE
ENERGY
POWER, TOO!

172

MARVEL
25TH
ANNIVERSARY

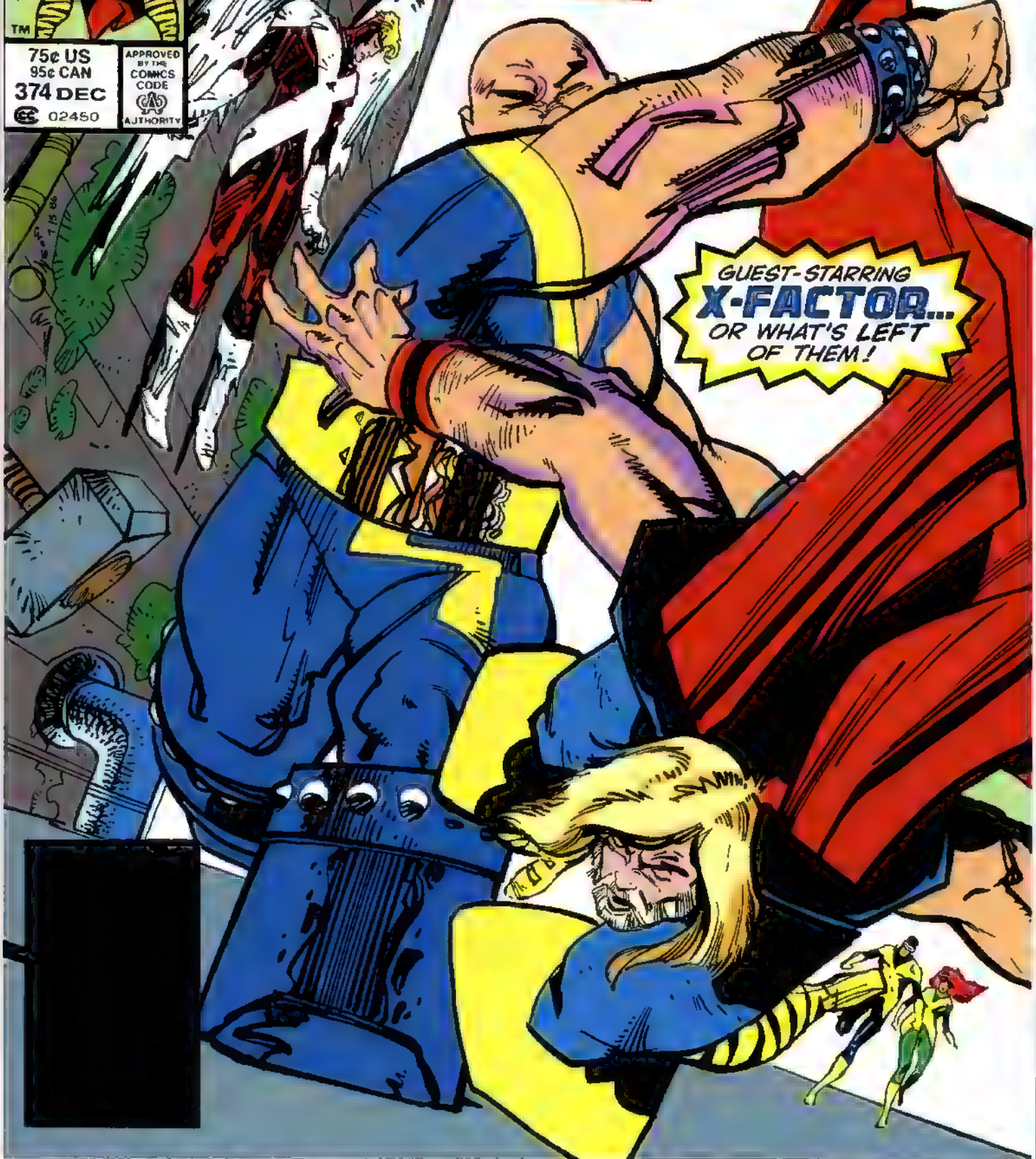


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APPROVED
BY THE
COMICS
CODE
AUTHORITY

the mighty **THOR**

GUEST-STARRING
X-FACTOR...
OR WHAT'S LEFT
OF THEM!



STAN LEE PRESENTS *the* MIGHTY THOR.

LONG AGO, FAR BENEATH THE STREETS OF MANHATTAN, A SERIES OF TUNNELS WERE BUILT, ABANDONED, AND EVENTUALLY FORGOTTEN.

IN TIME, THE MORLOCKS, A CLAN OF MUTANTS, TOOK UP RESIDENCE IN THE EMPTY CATACOMBS AND LIVED THERE IN SECRET.

BUT NOW, THE SECRET IS OUT! SOMEONE IS KILLING THE MORLOCKS...

...AND THE MIGHTY THOR, GOD OF THUNDER, IS FACE TO FACE WITH THREE OF THE ASSASSINS!

IT SEEMS THAT MUTANTS AREN'T THE ONLY ONES THE ASSASSINS ARE INTERESTED IN KILLING!

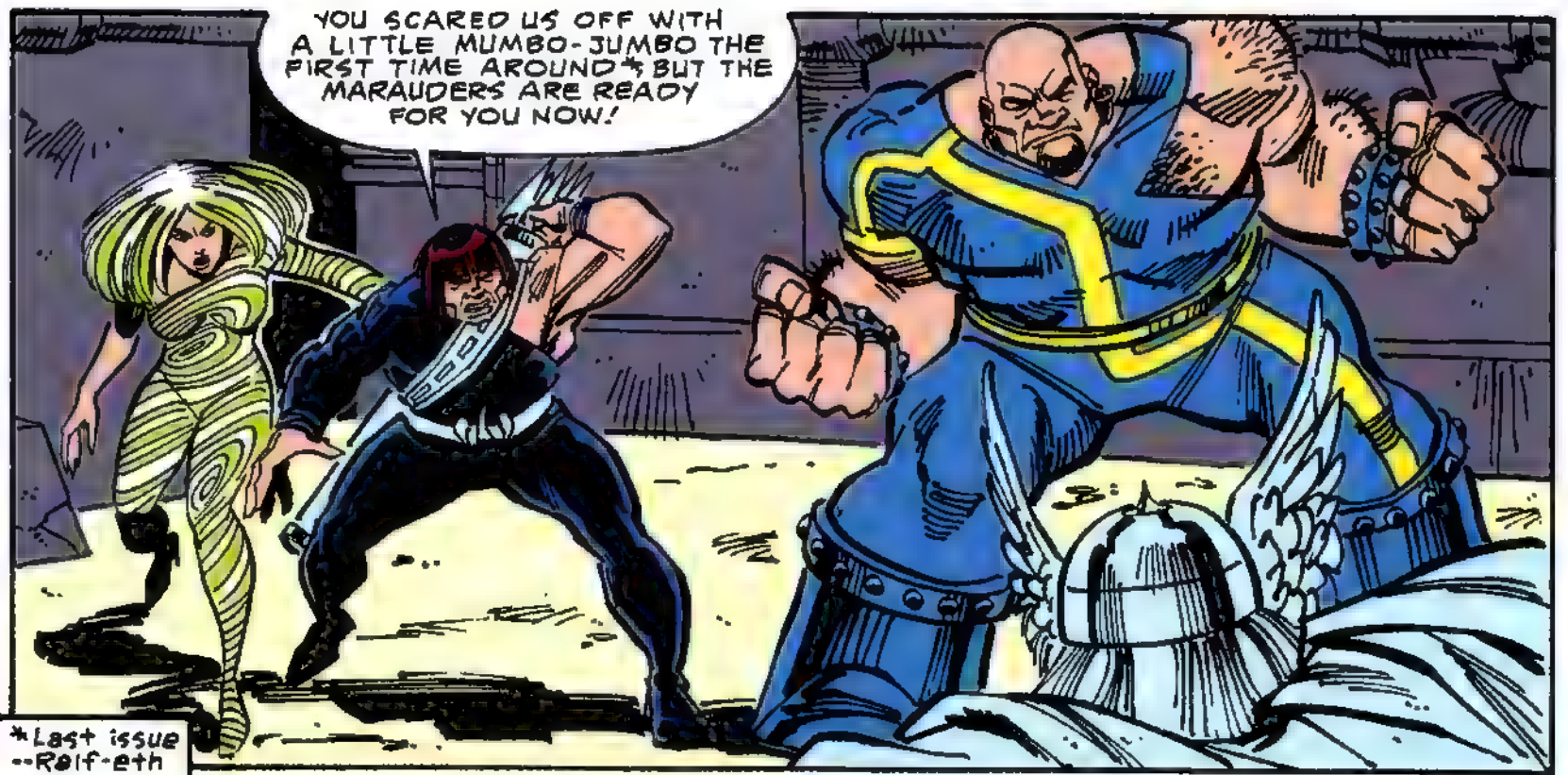
HEADS UP, GOLDILOCKS! 'CAUSE THIS TIME THEY'RE GONNA BE CARRYIN' YOU OUT FEET FIRST!

FIRES of the NIGHT!

WRITING...
WALTER SIMONSON
DRAWING...
SAL BUSCEMA

LETTERING...
JOHN WORKMAN
COLORING...
MAX SCHEELE

EDITING...
RALPH MACCHIO
EDITING IN CHIEF...
JIM SHOOTER



YOU SCARED US OFF WITH A LITTLE MUMBO-JUMBO THE FIRST TIME AROUND, BUT THE MARAUDERS ARE READY FOR YOU NOW!

*Last issue
--Reif-eth



NOTHING THAT LIVES CAN SURVIVE THE POWER OF MY ENERGY LANCES!

AND HARPOON CLAIMS FIRST BLOOD!

SCREAM!

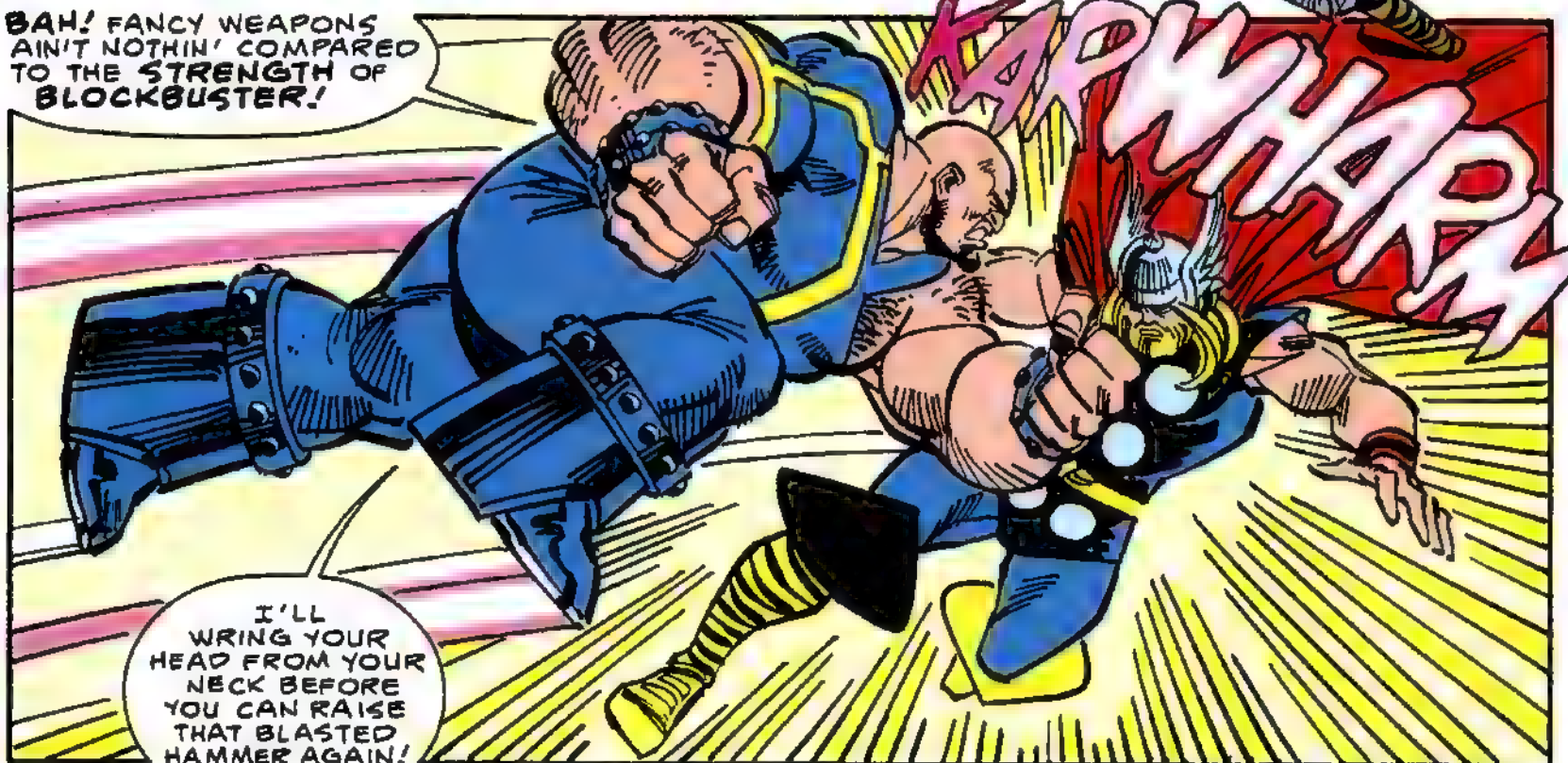


VAIN-GLORIOUS BOASTER!

I AM NO HELPLESS PREY AWAITING THE SLAUGHTER, BUT A WARRIOR OF ASGARD, WIELDER OF THE HAMMER, AND SCION OF ODIN!

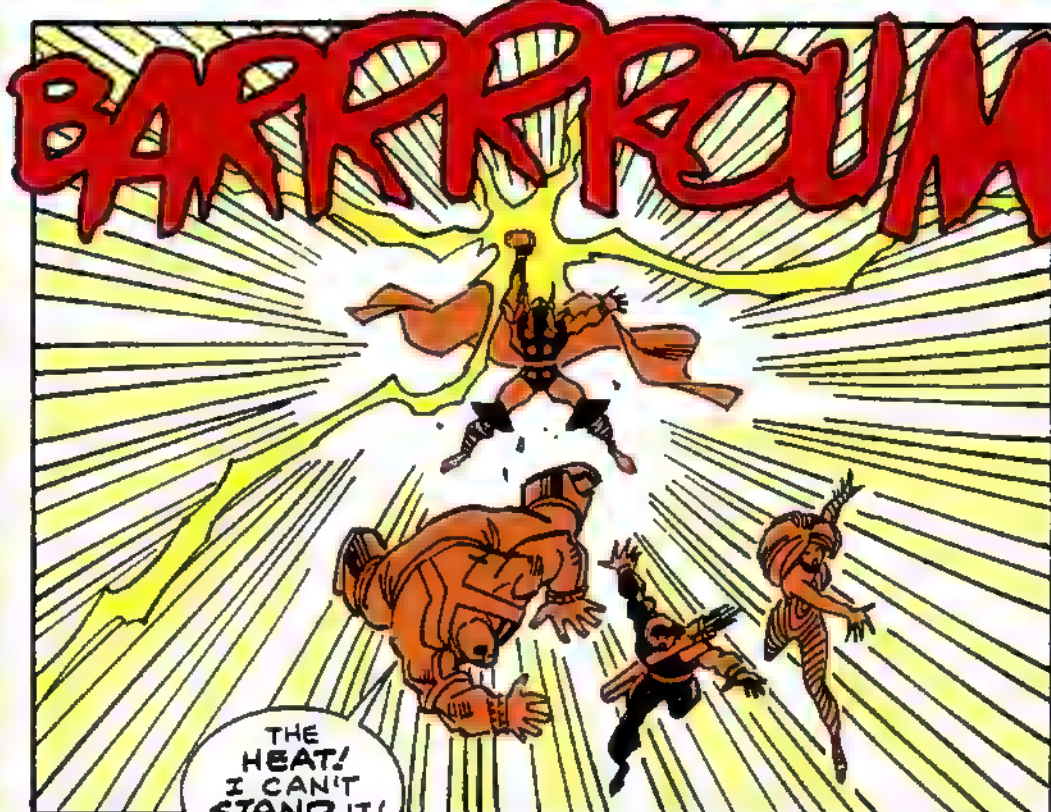
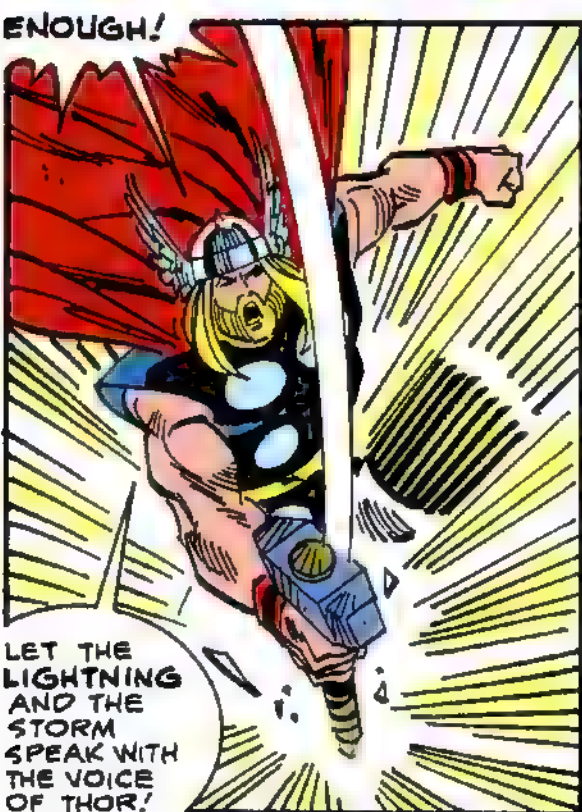
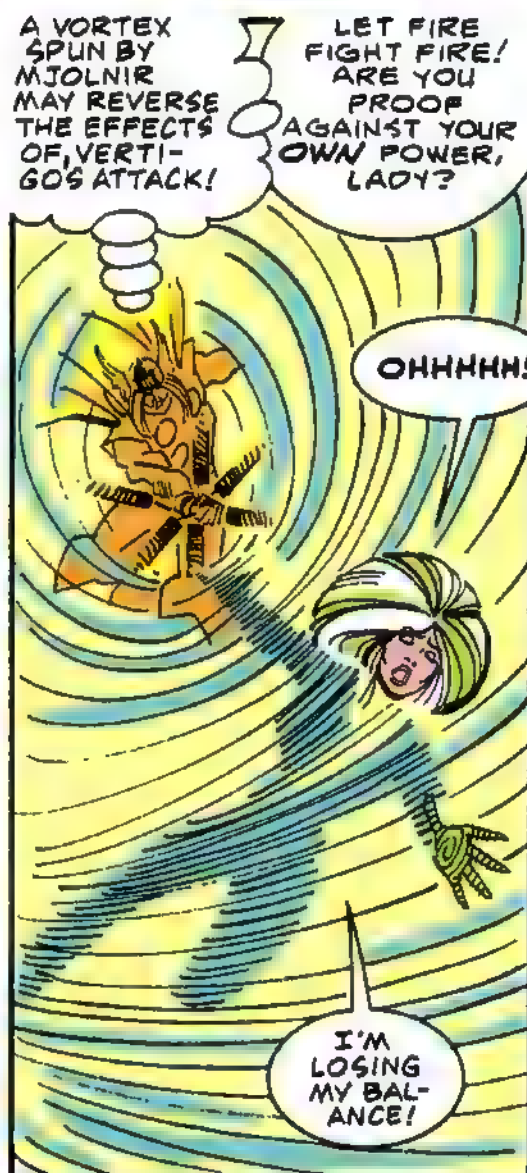
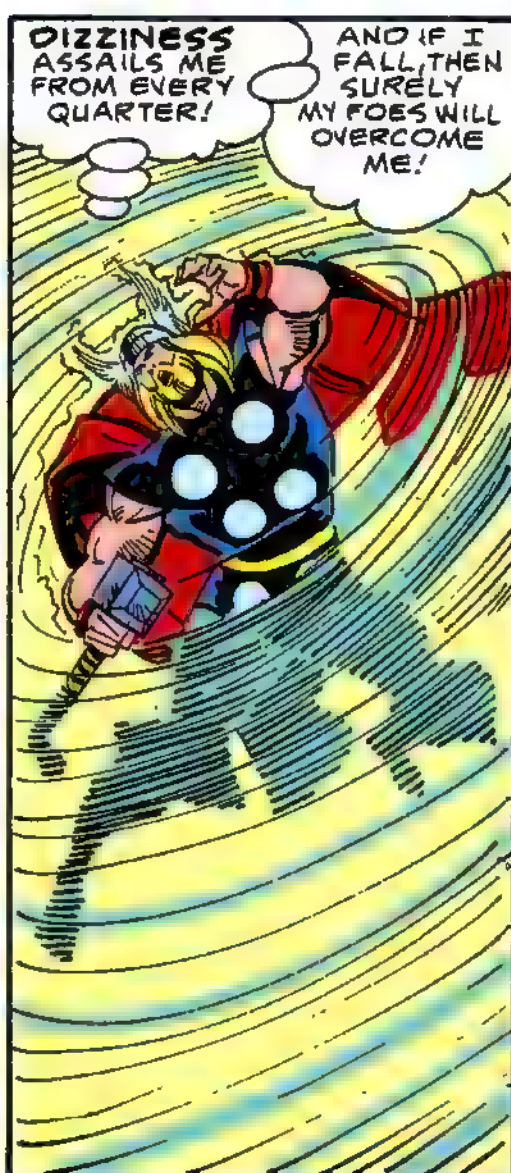
THE ENERGY OF YOUR WEAPON IS AS THE EMPTY AIR COMPARED TO THE POWER OF MIGHTY MJOLNIR!

KCHRATHDOWN!

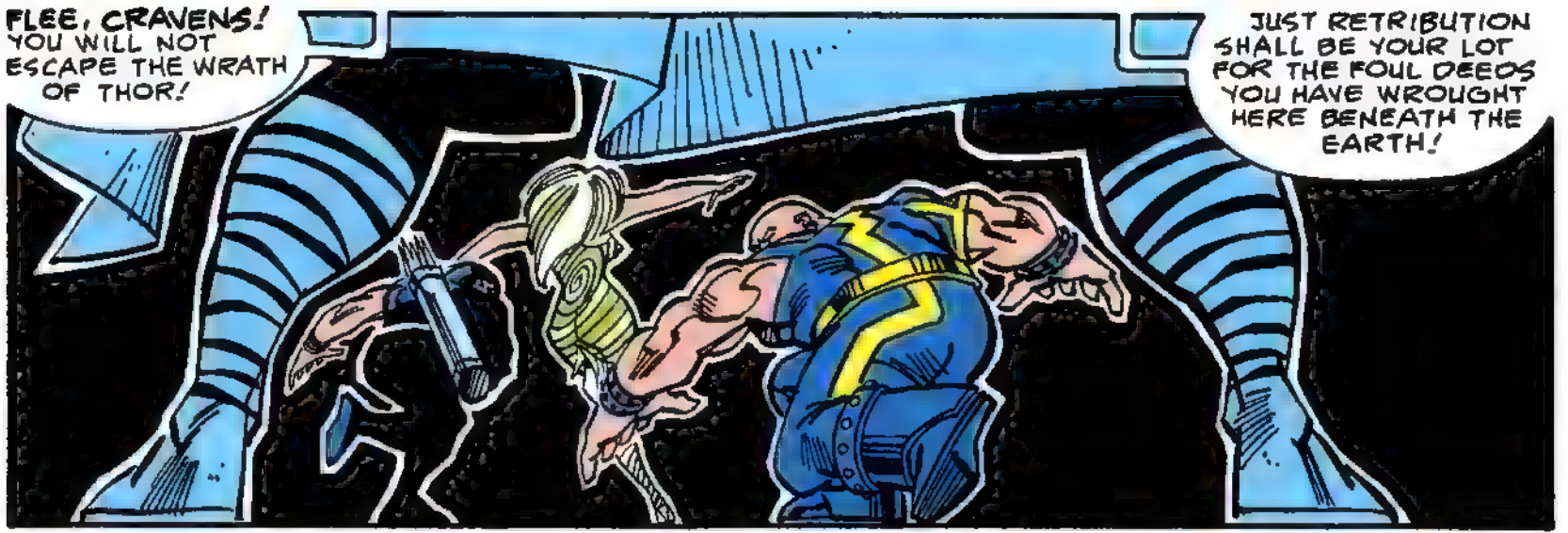


BAH! FANCY WEAPONS AIN'T NOTHIN' COMPARED TO THE STRENGTH OF BLOCKBUSTER!

I'LL WRING YOUR HEAD FROM YOUR NECK BEFORE YOU CAN RAISE THAT BLASTED HAMMER AGAIN!

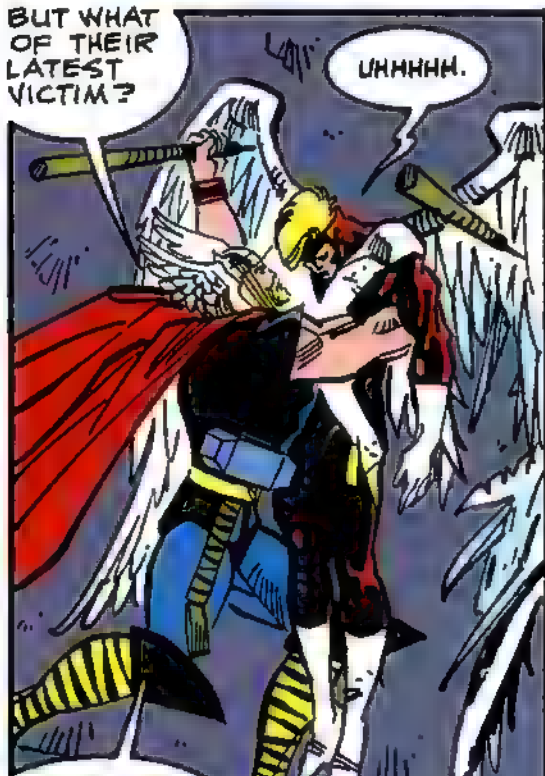


FLY, CRAVENS!
YOU WILL NOT
ESCAPE THE WRATH
OF THOR!



JUST RETRIBUTION
SHALL BE YOUR LOT
FOR THE FOUL DEEDS
YOU HAVE WROUGHT
HERE BENEATH THE
EARTH!

BUT WHAT
OF THEIR
LATEST
VICTIM?

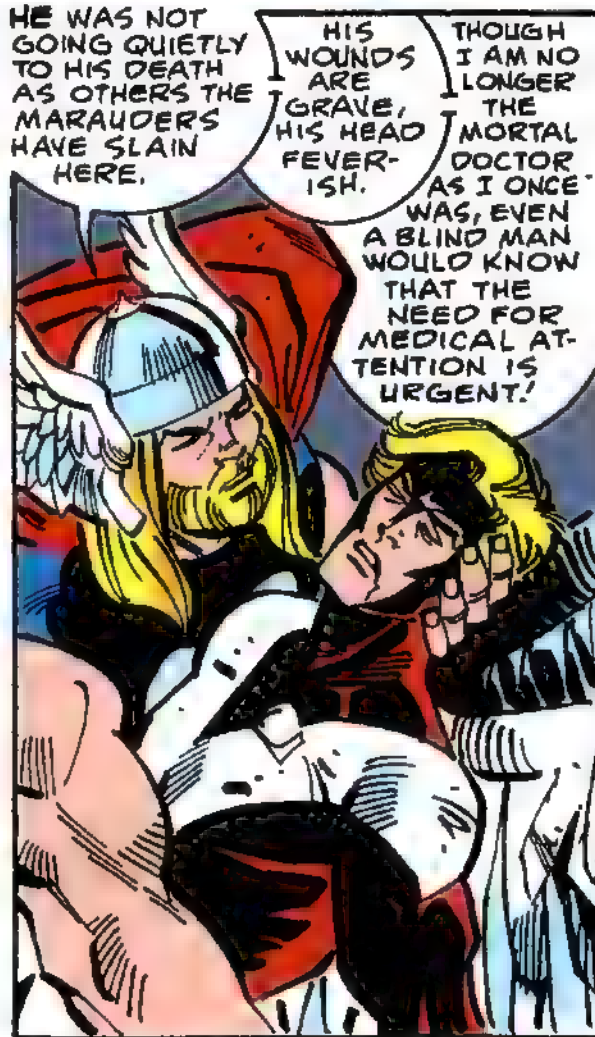


UHHHH.

HE SEEMS
DIFFERENT
FROM THE
SCORES OF DEAD
I HAVE SEEN
WITHIN THE
TUNNELS. YET
HIS FEATURES
ARE VAGUELY
FAMILIAR.

HE
WEARS THE
TATTERED
REMAINS OF
A UNIFORM
AND BEARS
THE WOUNDS
OF RECENT
BATTLE

HE WAS NOT
GOING QUIETLY
TO HIS DEATH
AS OTHERS THE
MARAUDERS
HAVE SLAIN
HERE.



HIS
WOUNDS
ARE
GRAVE,
HIS HEAD
FEVER-
ISH.

THOUGH
I AM NO
LONGER
THE MORTAL
DOCTOR
AS I ONCE
WAS, EVEN
A BLIND MAN
WOULD KNOW
THAT THE
NEED FOR
MEDICAL AT-
TENTION IS
URGENT!

UHHHH. IS
ARTIE SAFE?
DID... HE
MAKE IT?

I DO
NOT
UNDER-
STAND
THY
QUES-
TION.

I GUESS
HE DIDN'T.
I... CAN'T
SEEM TO
GET ANY
THING
RIGHT
ANYMORE.



JUST LEAVE
ME ALONE
...LET ME DIE.

THE WILL TO
LIVE IS VITAL
IF HE IS TO
SURVIVE HIS
INJURIES.



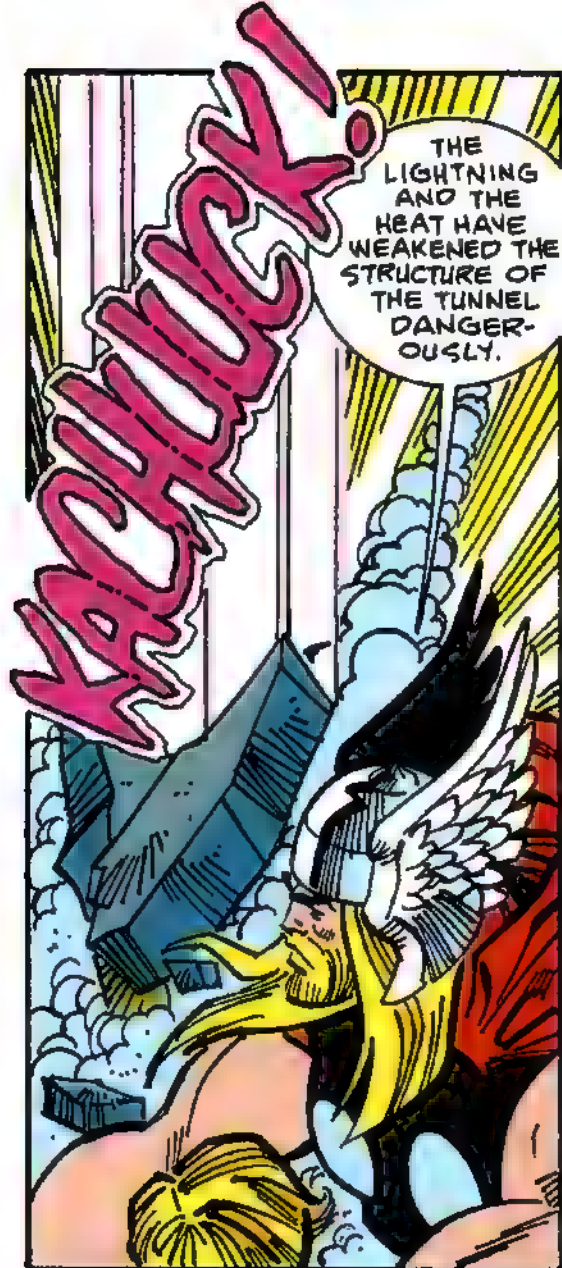
THE DOCTOR
I ONCE WAS
DEMANDS THAT
I SUCCOR HIS
NEEDS, BUT THE
VIKING WARRIOR
IS NOT SO SURE.

HE HAS GIVEN
HIS ALL IN BATTLE AND
VALHALLA WOULD BE HIS REWARD IN MY
WORLD. SHOULD I DENY HIM HIS
DYING WISH IN THIS ONE?

SCHRIIRIIK

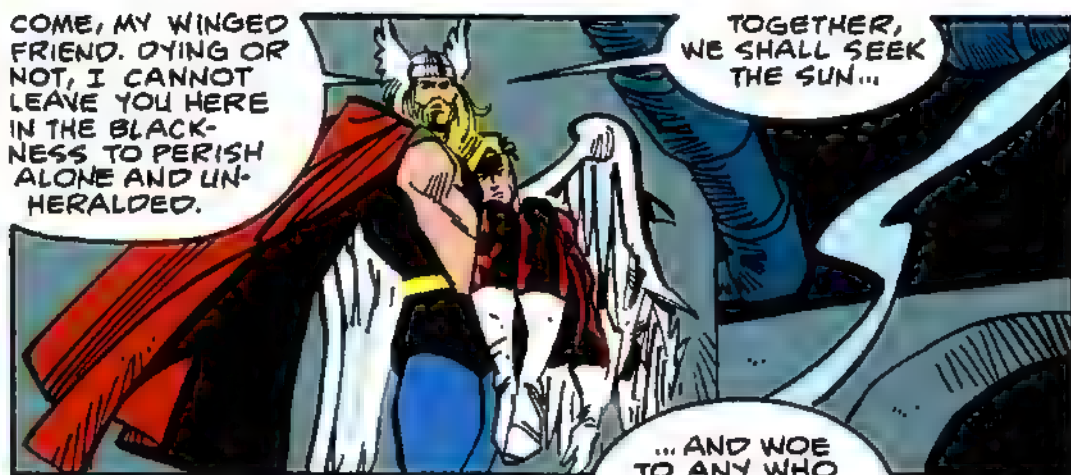


EH?



THE LIGHTNING AND THE HEAT HAVE WEAKENED THE STRUCTURE OF THE TUNNEL DANGEROUSLY.

COME, MY WINGED FRIEND. DYING OR NOT, I CANNOT LEAVE YOU HERE IN THE BLACKNESS TO PERISH ALONE AND UNHERALDED.



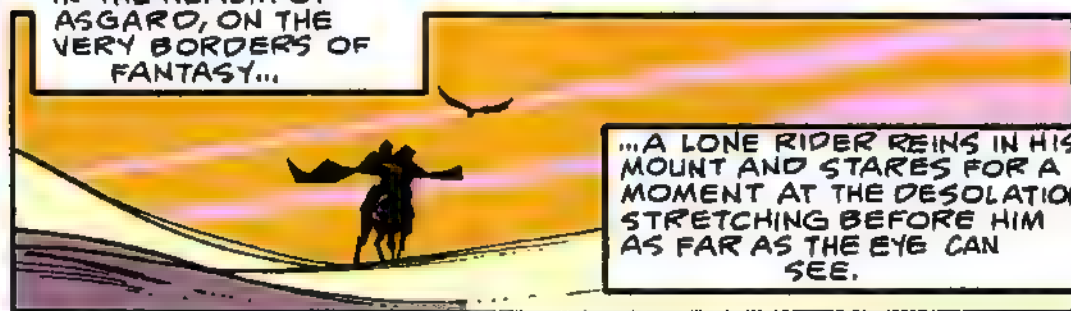
TOGETHER, WE SHALL SEEK THE SUN...

...AND WOE TO ANY WHO COME BETWEEN US AND OUR GOAL.



...WHILE WORLDS AWAY IN THE REALM OF ASGARD, ON THE VERY BORDERS OF FANTASY...

AND THE GOD OF THUNDER WALKS WITH HIS BURDEN INTO THE NIGHT SO DARK...



...A LONE RIDER REINS IN HIS MOUNT AND STARES FOR A MOMENT AT THE DESOLATION STRETCHING BEFORE HIM AS FAR AS THE EYE CAN SEE.



THE ENDLESS DESERT IS WELL NAMED, MUNINN. AND YET, THROUGH ALL ITS VAST AND EMPTY REACHES...

...I HAVE FELT THE BURNING GAZE OF UNBLINKING EYES THAT SEE EVERYTHING WITH THE SHARPNESS OF THE RAZOR.

CAWWW!
CAWWWW!



INDEED, MUNINN, I, TOO, FEEL THE PRESENCE OF ANOTHER. THE TIME HAS COME.

HEAR ME! 'TIS BALDER OF THE WHITE RING WHO CALLS!

I SEEK AN AUDIENCE. GRANT ME THIS BOON FOR THE SAKE OF THE TOKEN I WEAR.



THE SILENCE IS PROFOUND, SPEAKING VOLUMES AND SAYING NOTHING...

...BUT AN ANSWER
IS NOT LONGER
IN COMING...

SHRROOUM

STEADY,
SILVER-
HOOF.

WE HAVE NOT
TRAVELED ALL THIS
WEARY WAY FROM ASGARD
TO QUAIL BEFORE THE
VERY THING WE SEEK WHEN
IT GRANTS OUR REQUEST.

YES, MUNINN. WE
HAVE FOUND THE
OBJECT OF OUR
SEARCH*.

CAWW!
CAWW!

*begin last
issue--RM

YOU HAVE COURAGE,
LITTLE GOD, TO STAND
BOLDLY BEFORE THE
SLAYER OF SO MANY
LITTLE GODS.

WHAT
DO YOU
WISH?

I WISH
TO SPEAK
WITH YOU.

EVEN KNOWING
THAT MERELY TO
SPEAK TO ME MAY BE
ENOUGH TO CHANGE
THE COURSE OF
YOUR VERY LIFE?

WE
ARE ALL OF
US IN THE
HANDS OF
FATE. EVEN
THE GODS.

WYRD BIDS
THEE WELCOME,
GENTLE
BALDER.

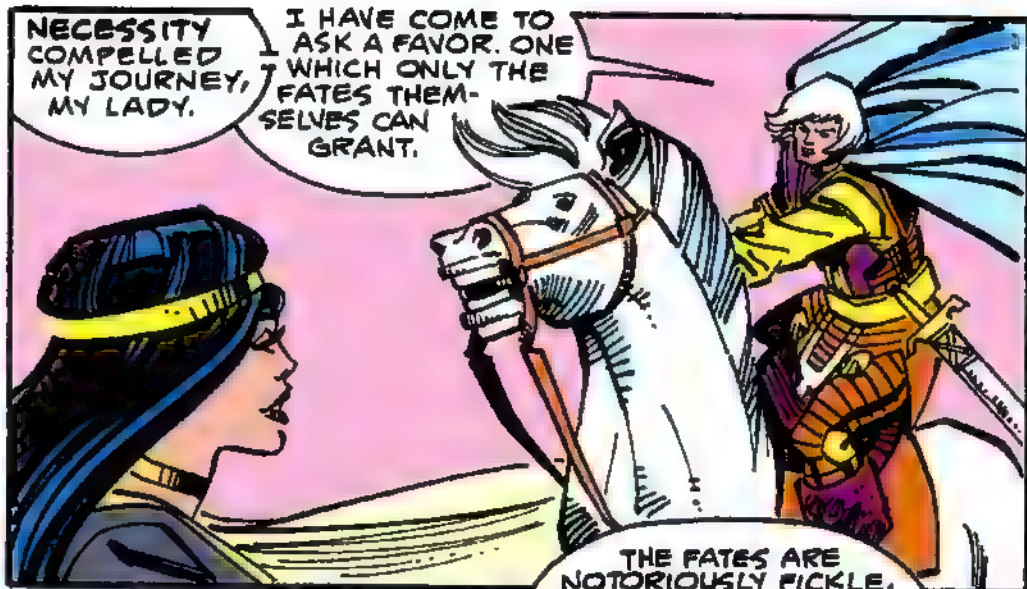
FEW INDEED
WEAR THE TOKENS
OF THE SISTERS OF
FATE AND FEWER
STILL HAVE EVER
RETURNED TO SEEK
A SECOND
AUDIENCE.*



*Balder met
the fates a
long time
back, gentle
readers
--Gentle
Raif

NECESSITY
COMPELLED
MY JOURNEY,
MY LADY.

I HAVE COME TO
ASK A FAVOR. ONE
WHICH ONLY THE
FATES THEM-
SELVES CAN
GRANT.



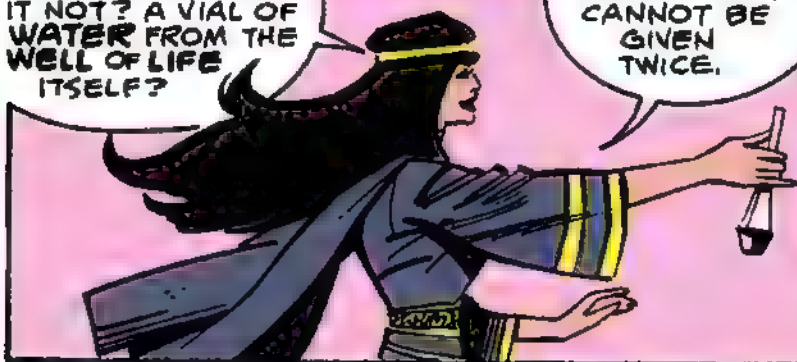
THE FATES ARE
NOTORIOUSLY FICKLE,
BUT WE CANNOT
REFUSE THE UNSELFISH
REQUEST OF BALDER
THE SHINING WHO
WEARS THE WHITE
TOKEN.



BUT BEWARE,
MY BRAVE.
WYRD MAY ONE
DAY ASK THAT
THE FAVOR BE
RETURNED.

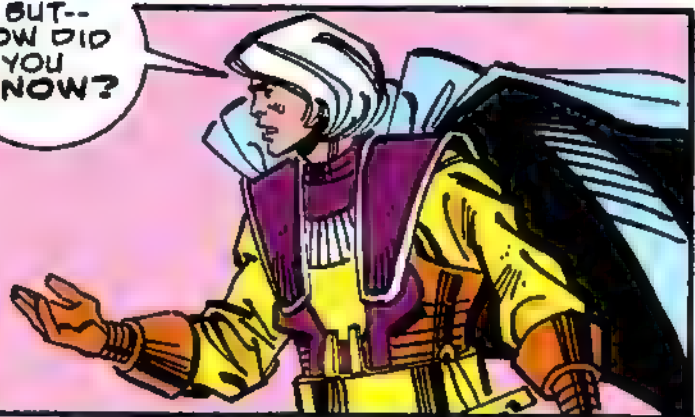


THIS IS WHAT YOU
HAVE COME FOR, IS
IT NOT? A VIAL OF
WATER FROM THE
WELL OF LIFE
ITSELF?



USE IT WISELY.
SUCH A GIFT
CANNOT BE
GIVEN
TWICE.

BUT--
HOW DID
YOU
KNOW?



DID YOU YOURSELF
NOT SAY, "THE BURN-
ING GAZE OF UN-
BLINKING EYES THAT
SEE EVERYTHING,"
BALDER?

AND THE FATE
OF BALDER IS OF
SPECIAL INTEREST
TO THE WATCHING
EYES OF THE THREE
SISTERS.



WHEN THE RAVEN,
MUNINN, RETURNED
TO ASGARD FROM
THE DEPTHS OF
MUSPELHEIM, HE
CAME
ALONE.

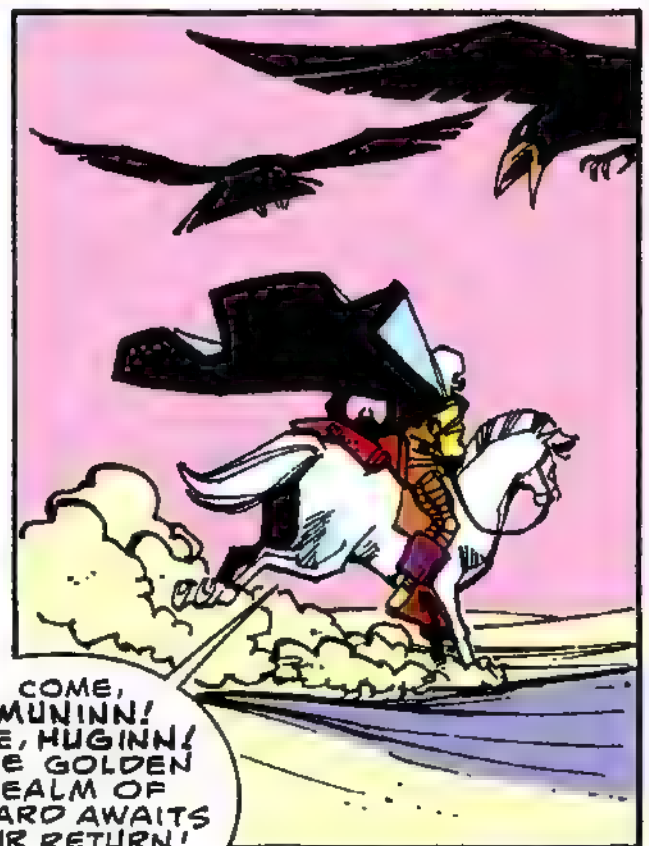
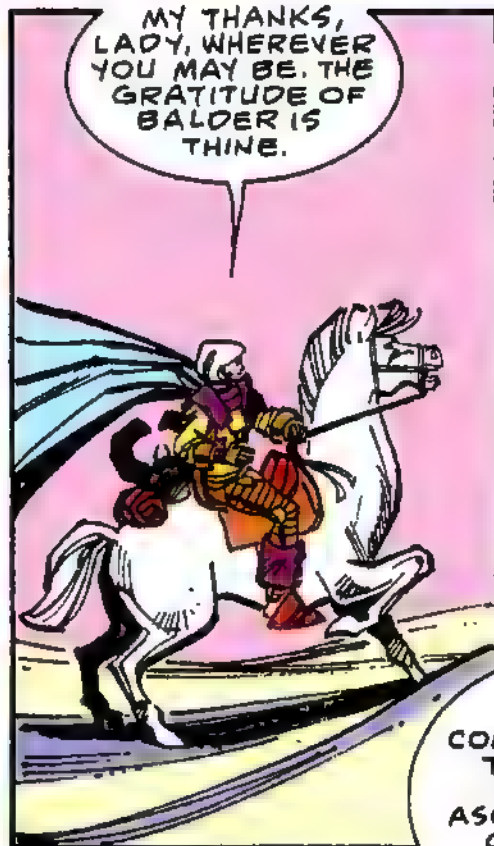
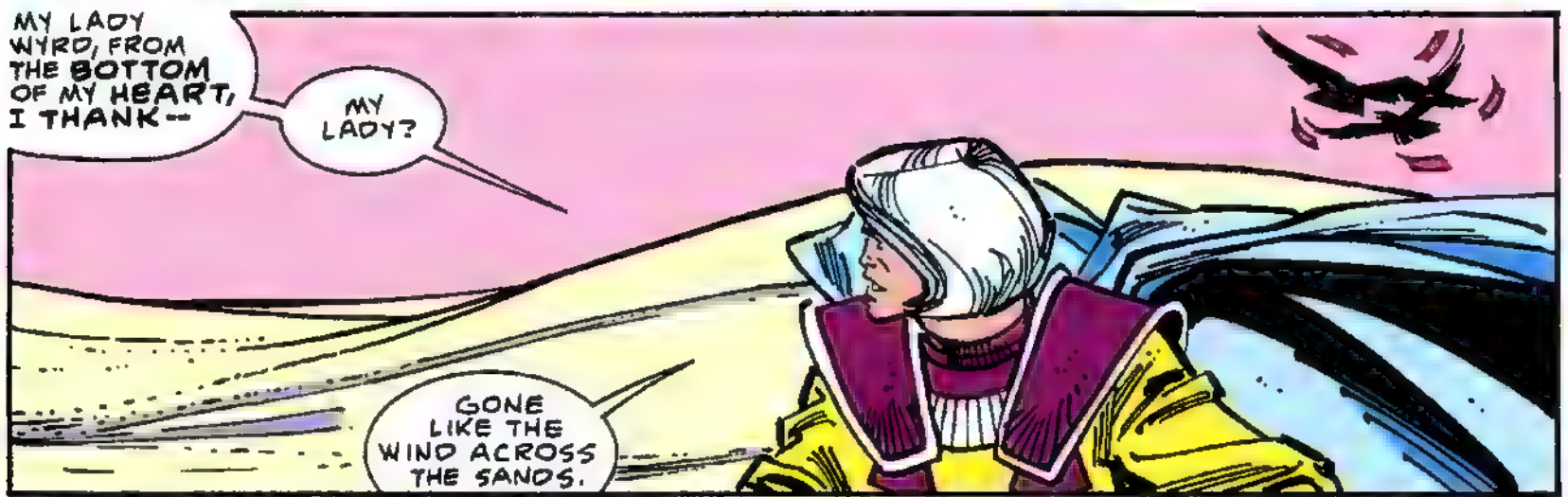
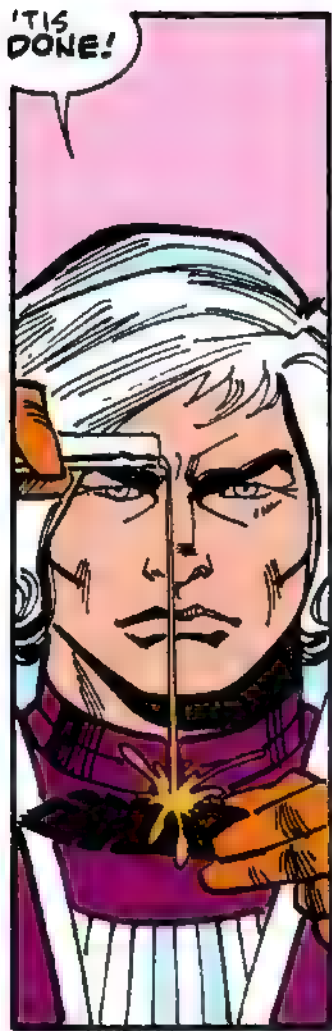
HIS
BROTHER,
HUGINN, DID
NOT RETURN.

BUT MUNINN
BROUGHT A SINGLE
FEATHER BACK FROM
THAT LAND OF
FIRE.*

AND WHEN
MUNINN GAVE
ME THE FEATHER,
I THOUGHT OF
WYRD'S WELL
OF LIFE.



long ago and far away
--THOR 344--RM.



EARTH--THE DEEP TUNNELS BENEATH MANHATTAN...

LOOKS LIKE OUR JOB'S JUST ABOUT DONE, SABER-TOOTH. TOO BAD ABOUT THAT GUY WITH THE WINGS.

HE'S LUCKY THOR SHOWED UP WHEN HE DID. I SURE WOULD LIKE TO HAVE NAILED HIM BUT HE WAS WAY OUT OF MY LEAGUE.

YOU SHOULD HAVE SEEN HIM SHATTER MY HARPOON!

PITY I WASN'T WITH YOU, HARPOON. THERE ISN'T MUCH MY CLAWS WON'T CUT, AND MY SPEED'S SECOND TO NONE.

GOD OR NO GOD, I COULD HAVE TORN HIM APART!

OF COURSE, OUR TEAM DOES HAVE A STRONGMAN ON IT, BUT I SUPPOSE HE JUST WASN'T UP TO IT.

GOOD ENOUGH FOR MORLOCKS MAYBE, BUT NOT FOR A GOD, OR WHATEVER THOR REALLY IS.

BUT IT'S TOUGH TO GET GOOD HELP.

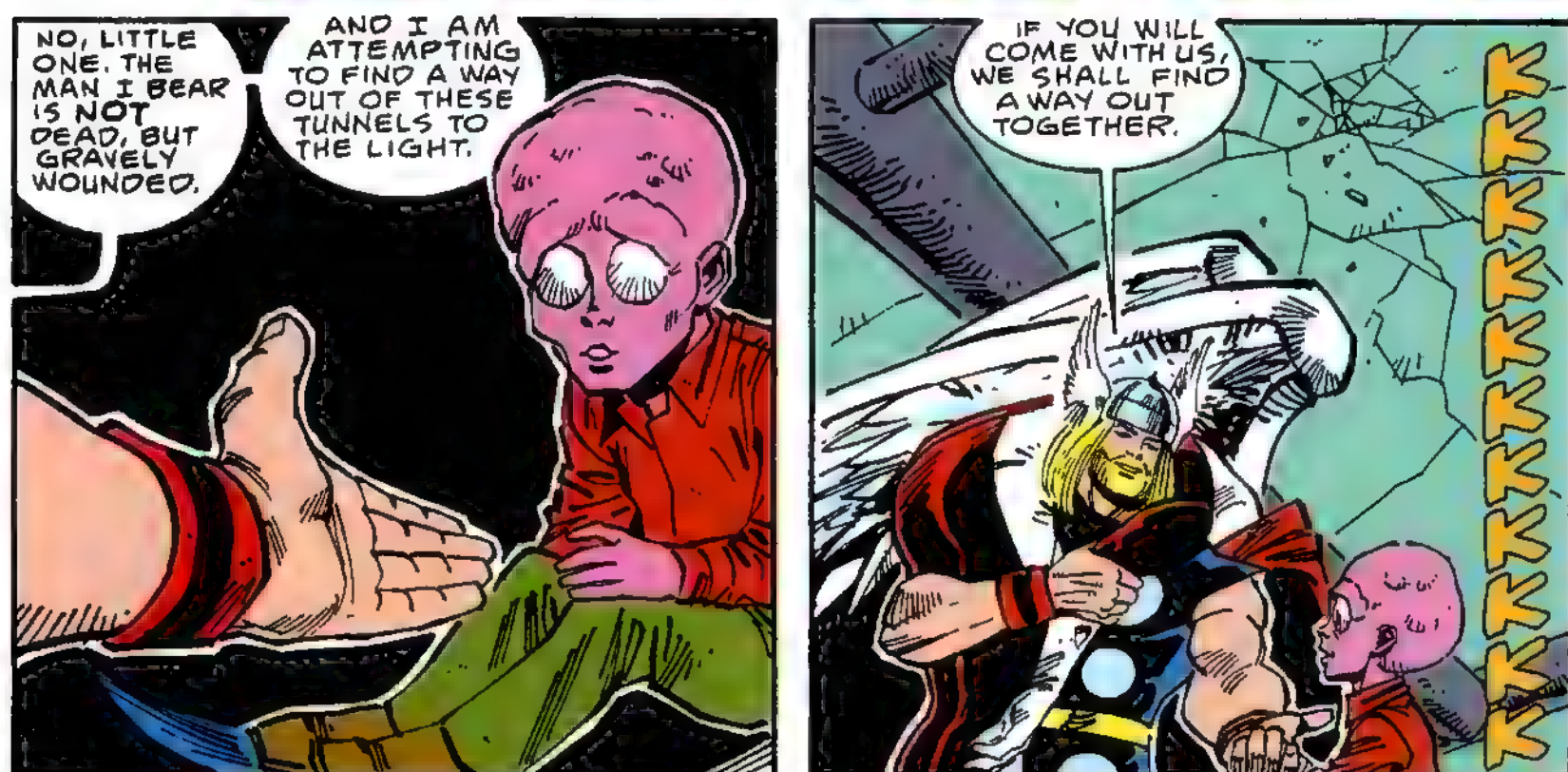
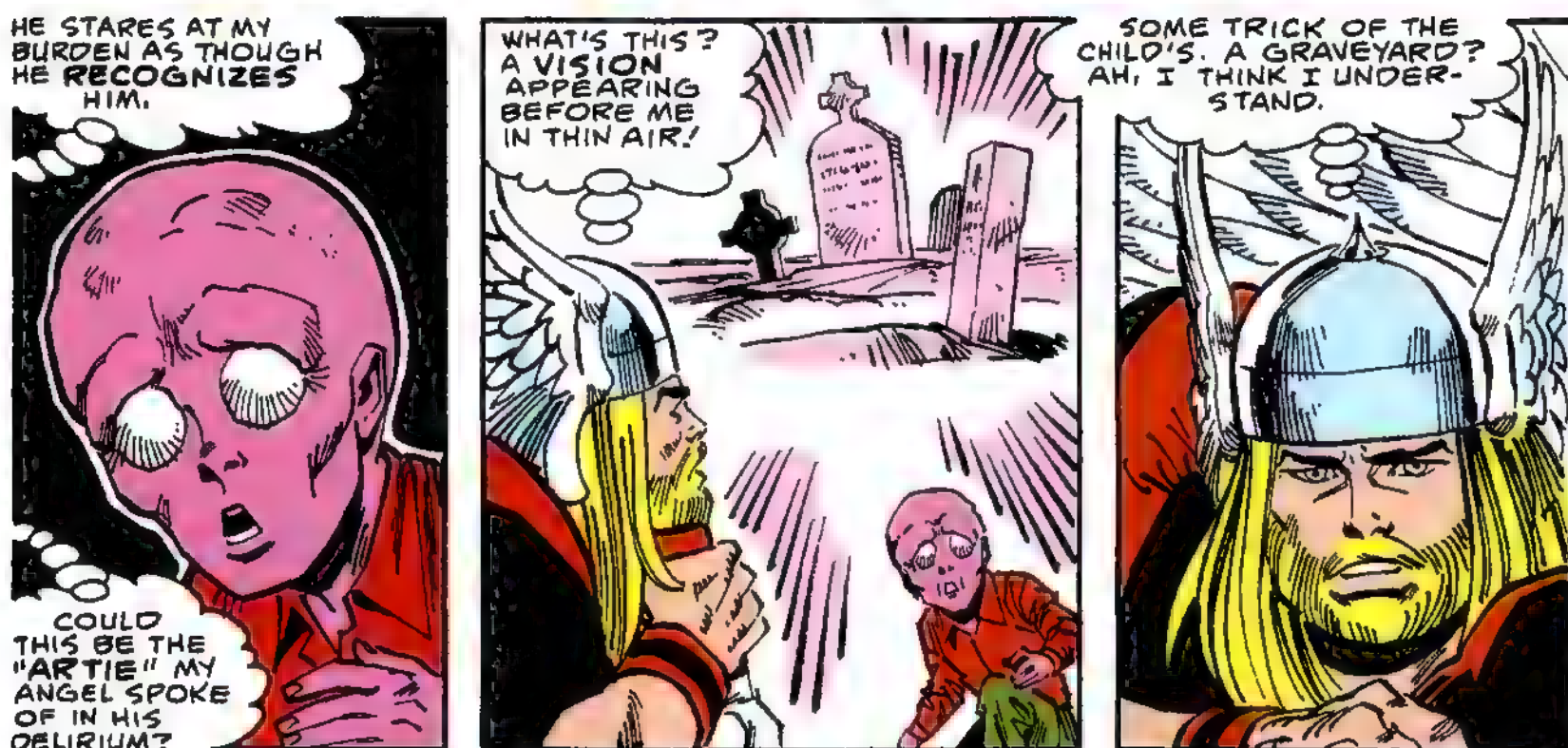
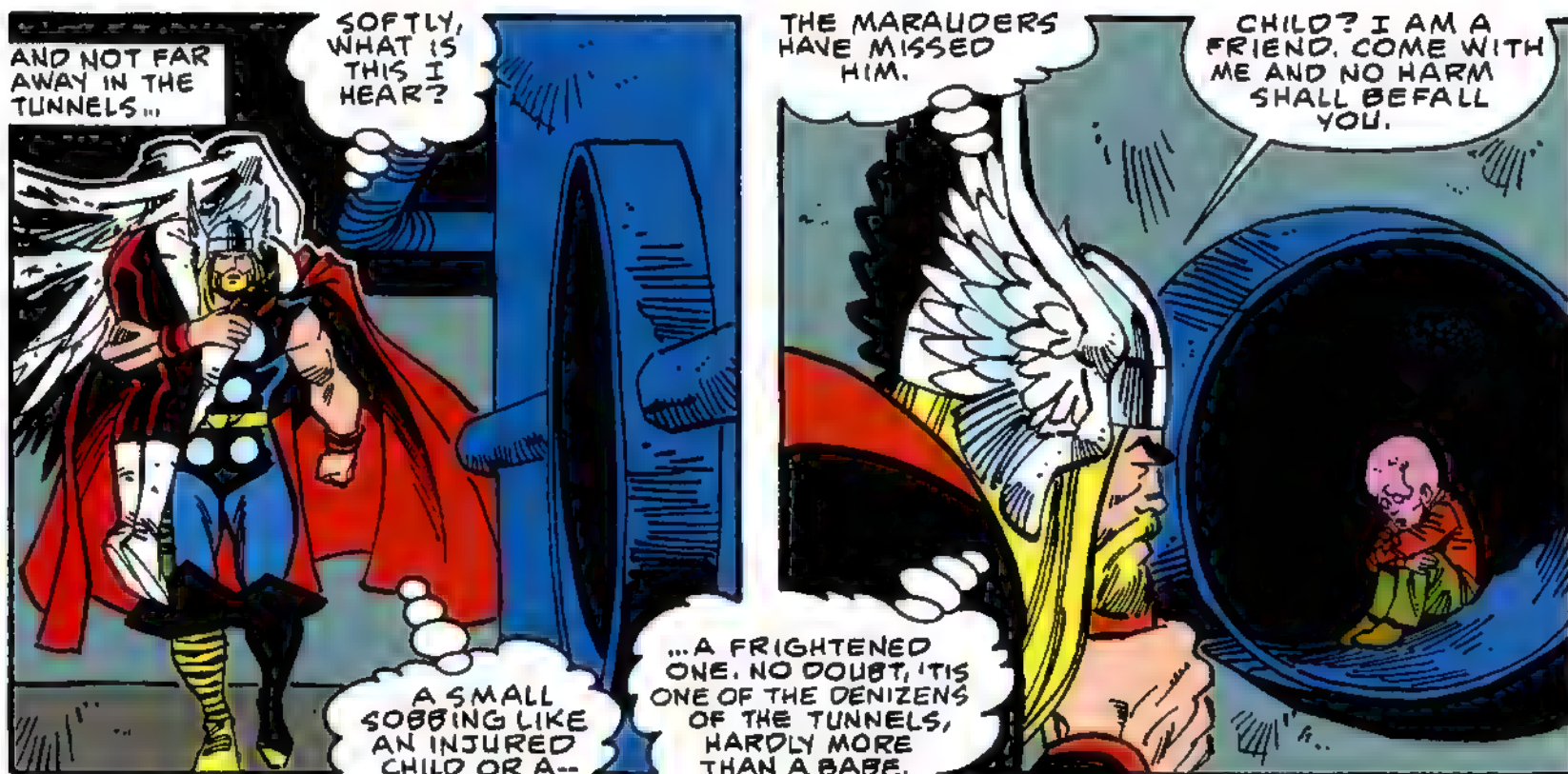
RIGHT, BLOCK-BUSTER?

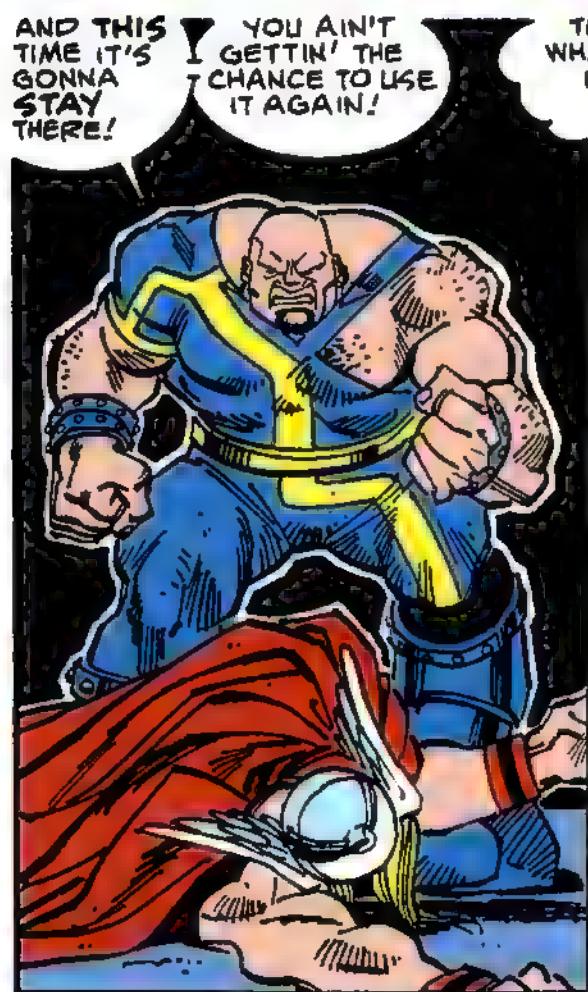
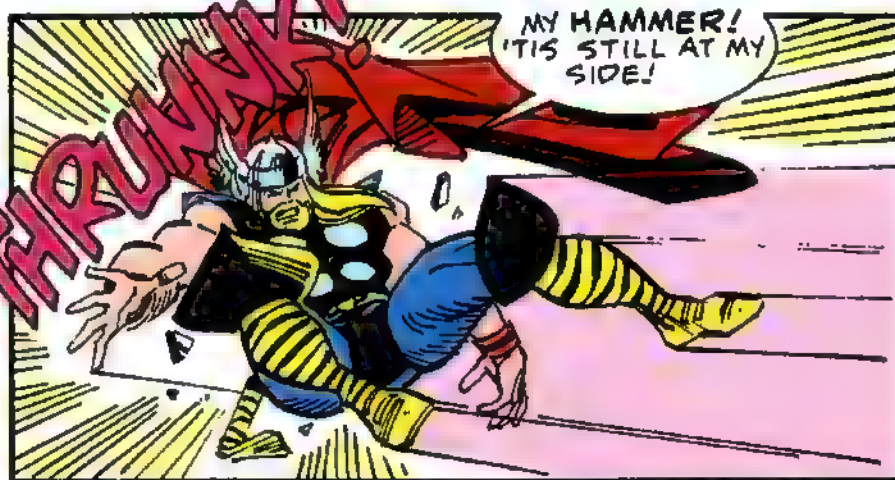
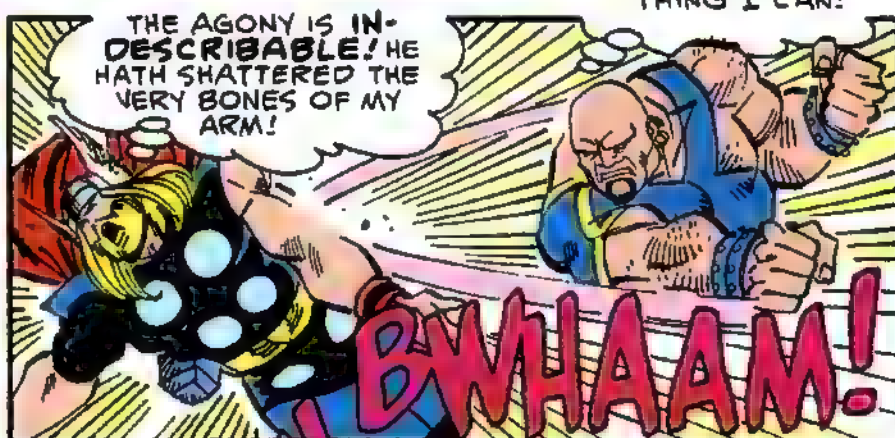
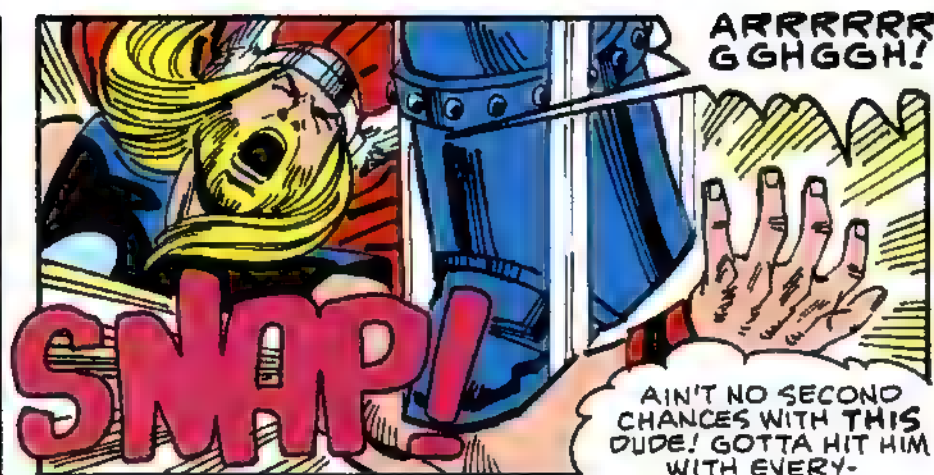
AW, LET HIM ALONE, SABER-TOOTH. YOU WEREN'T THERE. YOU DIDN'T GET SINGED BY THAT LIGHTNING.

"GOOD ENOUGH FOR MORLOCKS, BUT NOT FOR A GOD." SIMP!

AND THEN I'M GONNA COME BACK, MR. SMART GUY, AND TAKE YOU APART, CLAW BY CLAW!

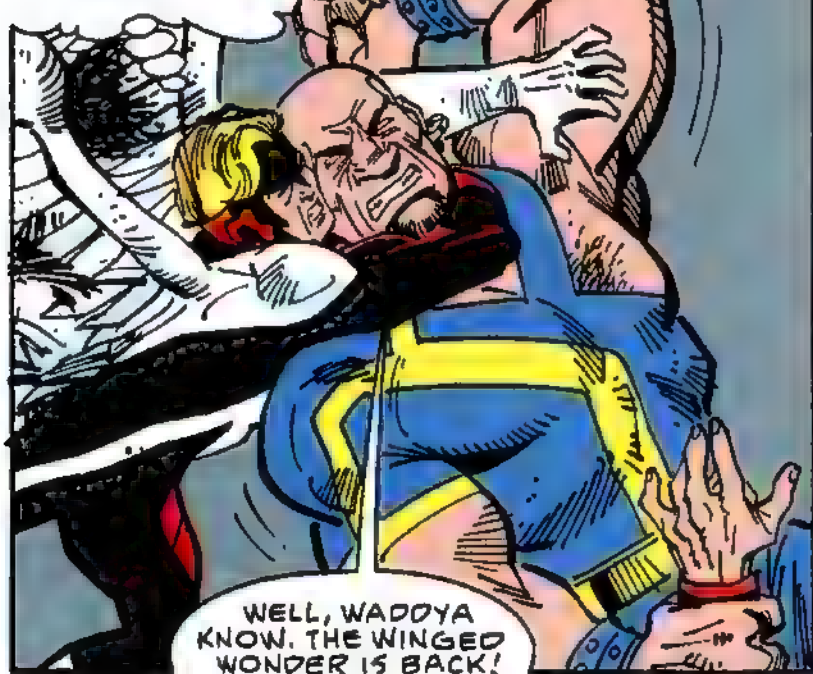
I'M GONNA FIND GOLDI-LOCKS AND WRING HIS NECK LIKE I PROMISED!





MY WINGS CAN'T
CARRY MY WEIGHT,
BUT I WON'T BE
DOING ANY MORE
FLYING ANYWAY!

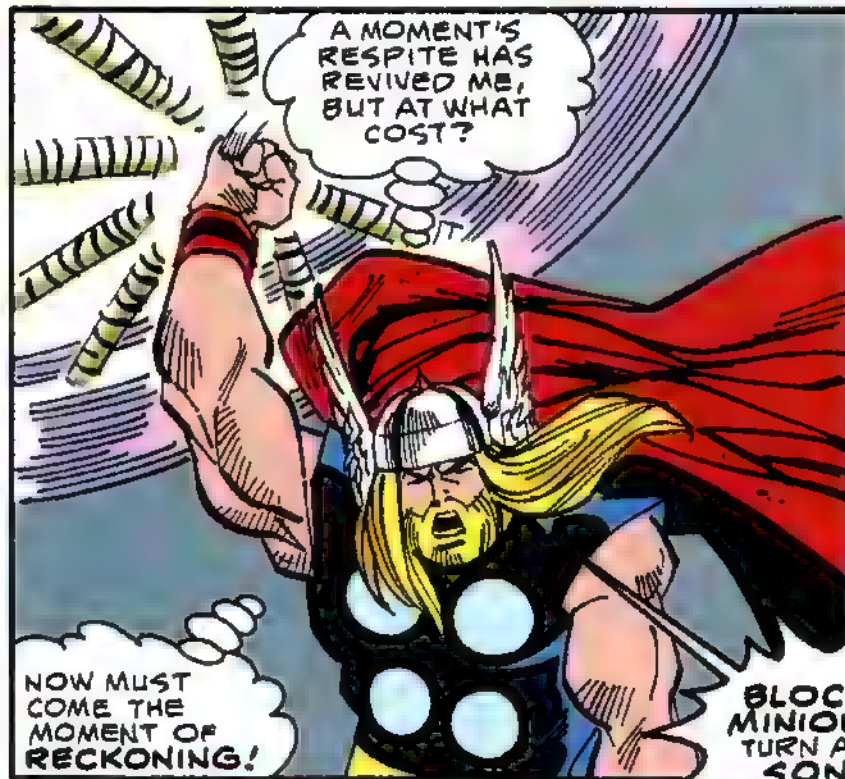
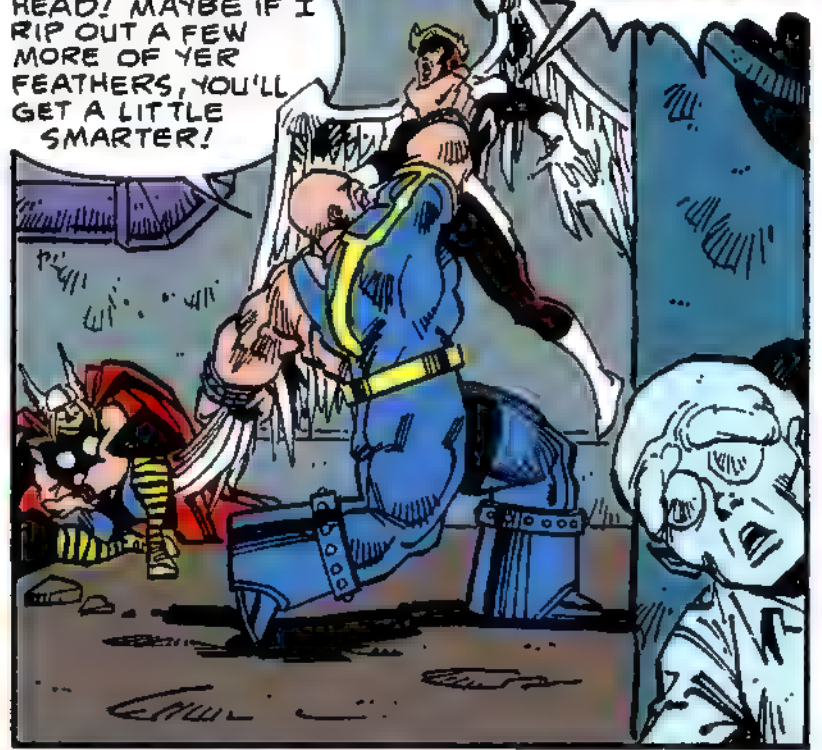
HUH?



WELL, WADDYA
KNOW. THE WINGED
WONDER IS BACK!

SHOULD'A PLAYED
DEAD, CHUCKLE-
HEAD! MAYBE IF I
RIP OUT A FEW
MORE OF YER
FEATHERS, YOU'LL
GET A LITTLE
SMARTER!

AAAAAAA
GGGGGG!



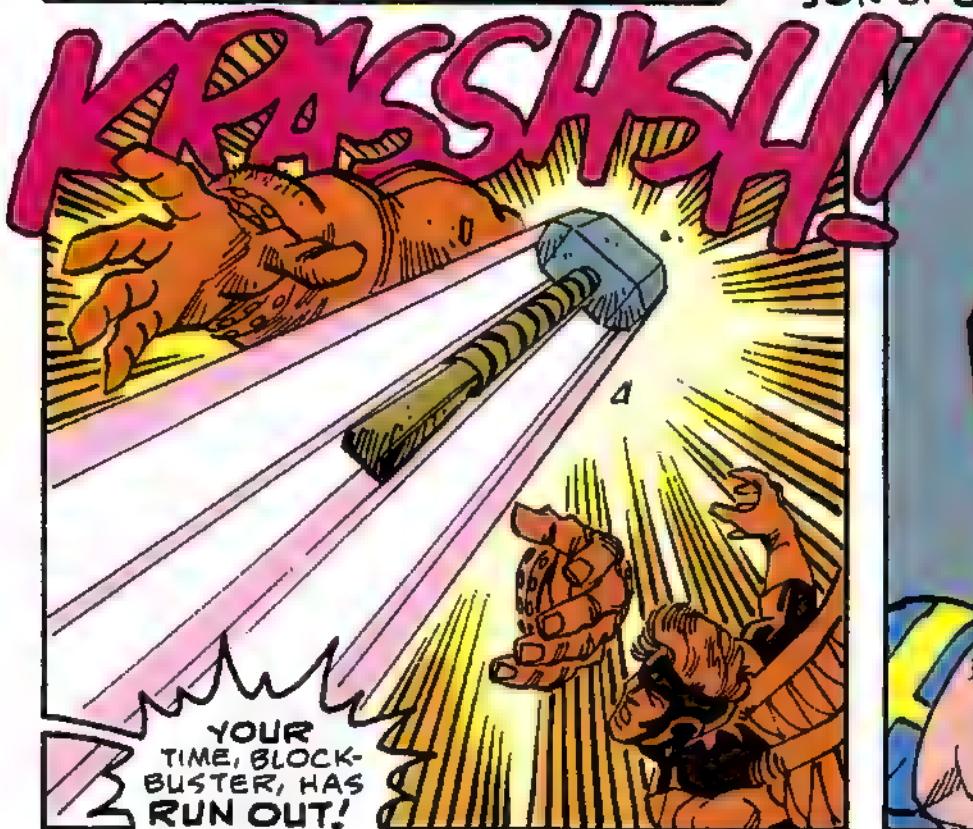
A MOMENT'S
RESPITE HAS
REVIVED ME,
BUT AT WHAT
COST?

NOW MUST
COME THE
MOMENT OF
RECKONING!

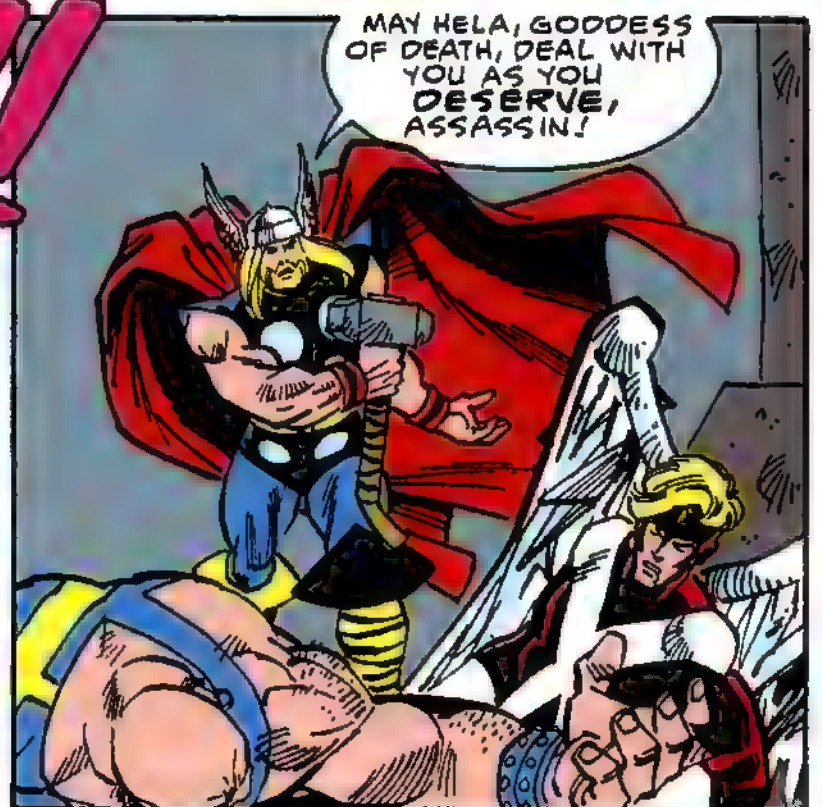
BLOCKBUSTER!
MINION OF EVIL!
TURN AND FACE THE
SON OF ODIN!



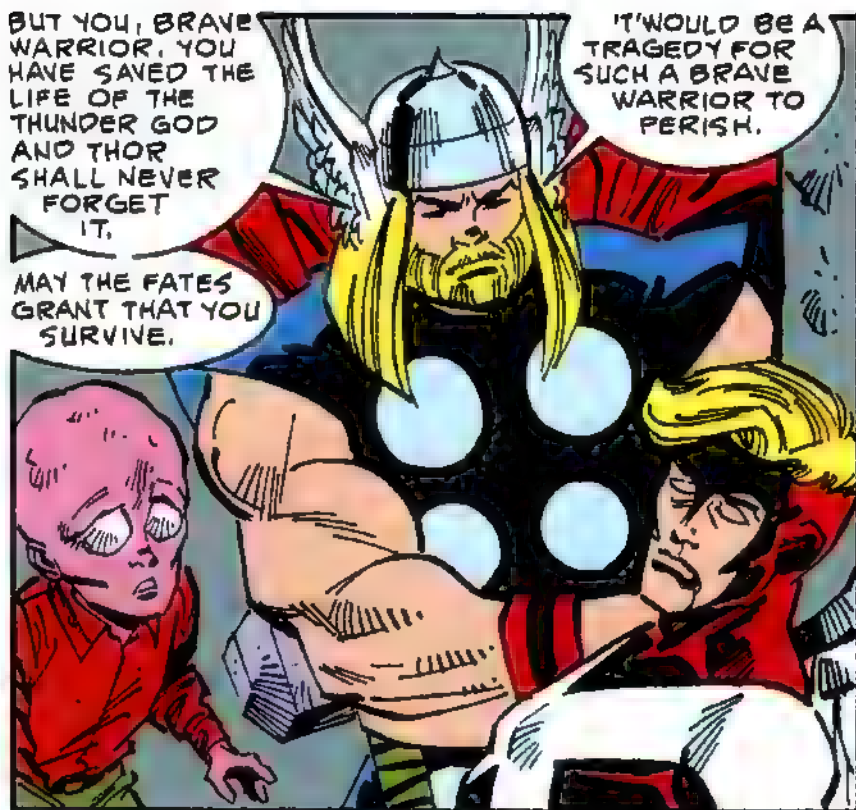
EVERYBODY'S COMIN'
BACK FROM THE DEAD
TODAY! I'LL TAKE CARE
OF YOU IN A SECOND,
GOLDLOCKS!



YOUR
TIME, BLOCK-
BUSTER, HAS
RUN OUT!



MAY HELA, GODDESS
OF DEATH, DEAL WITH
YOU AS YOU
DESERVE,
ASSASSIN!



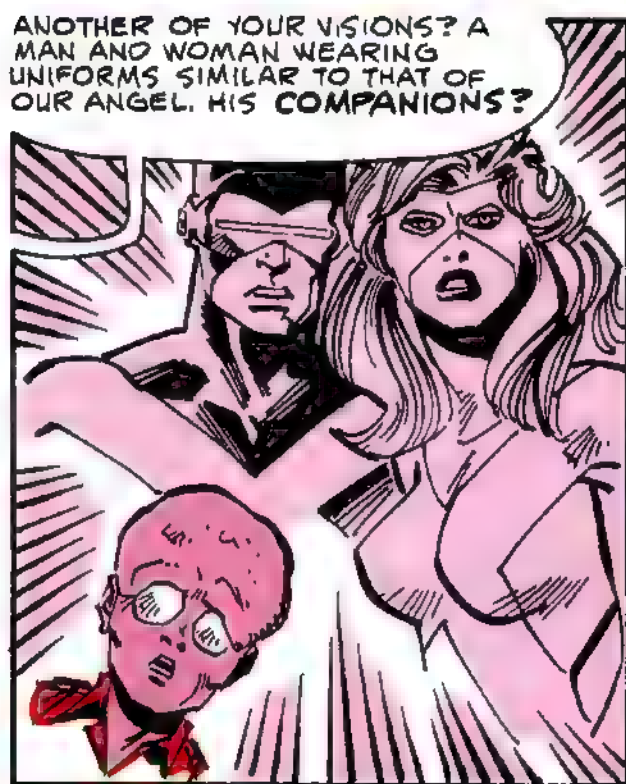
BUT YOU, BRAVE WARRIOR, YOU HAVE SAVED THE LIFE OF THE THUNDER GOD AND THOR SHALL NEVER FORGET IT.

MAY THE FATES GRANT THAT YOU SURVIVE.

IT WOULD BE A TRAGEDY FOR SUCH A BRAVE WARRIOR TO PERISH.



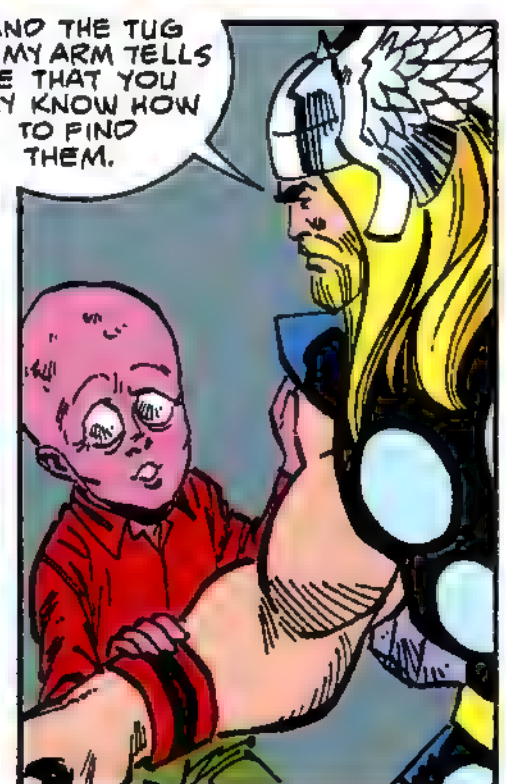
WE HAD BEST SEE ABOUT FINDING A WAY OUT OF THIS LABYRINTH OF--YES, ARTIE?



ANOTHER OF YOUR VISIONS? A MAN AND WOMAN WEARING UNIFORMS SIMILAR TO THAT OF OUR ANGEL. HIS COMPANIONS?



THEY LOOK FAMILIAR SOMEHOW. I SEEM TO REMEMBER THEM FROM SOME OTHER TIME AND PLACE.

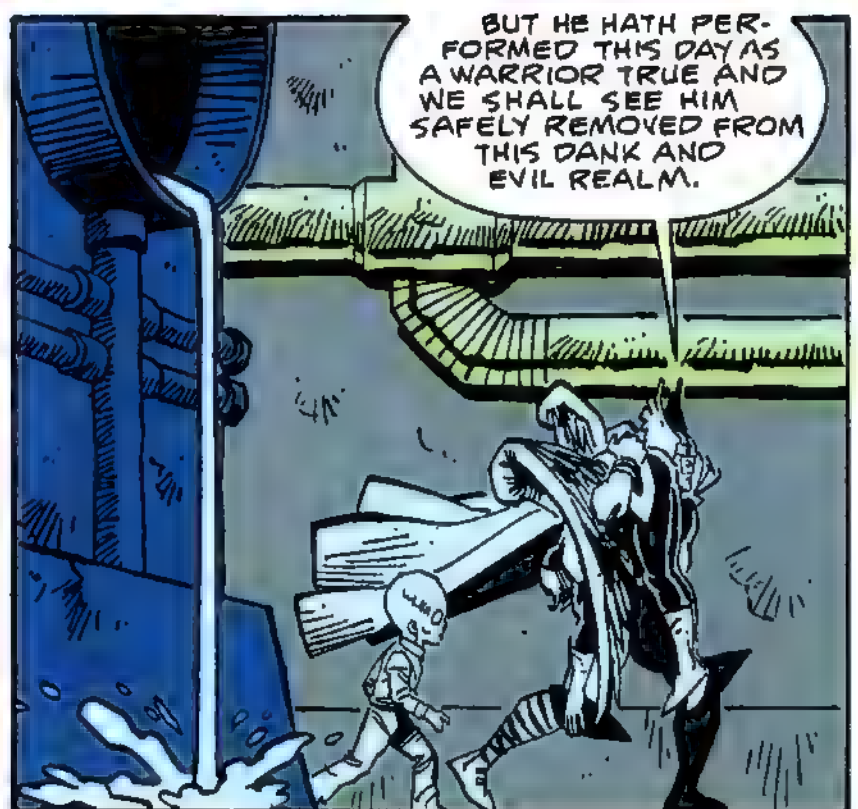


AND THE TUG ON MY ARM TELLS ME THAT YOU MAY KNOW HOW TO FIND THEM.



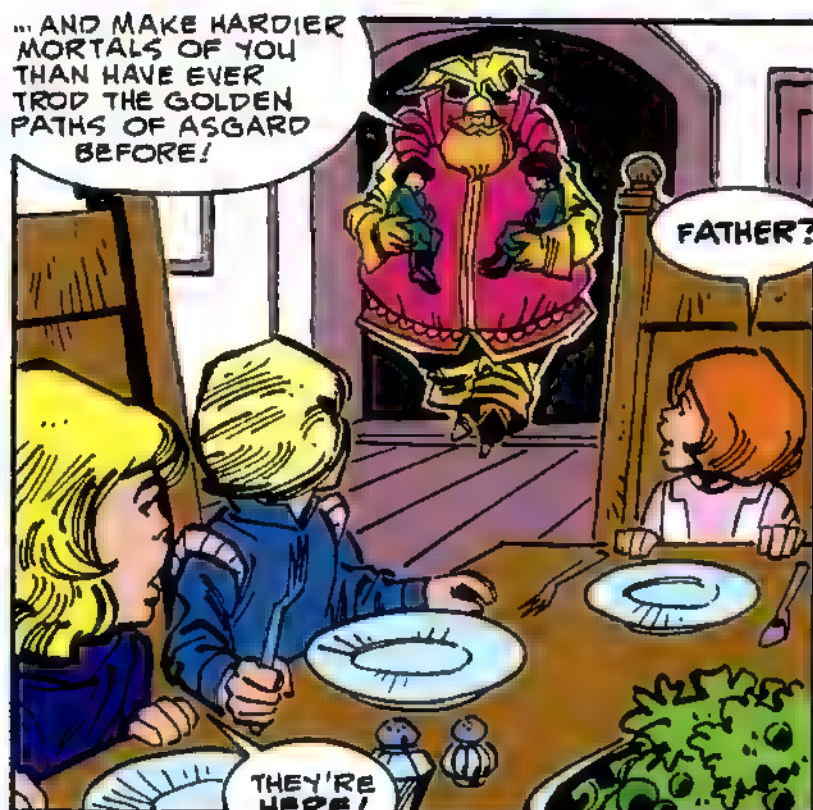
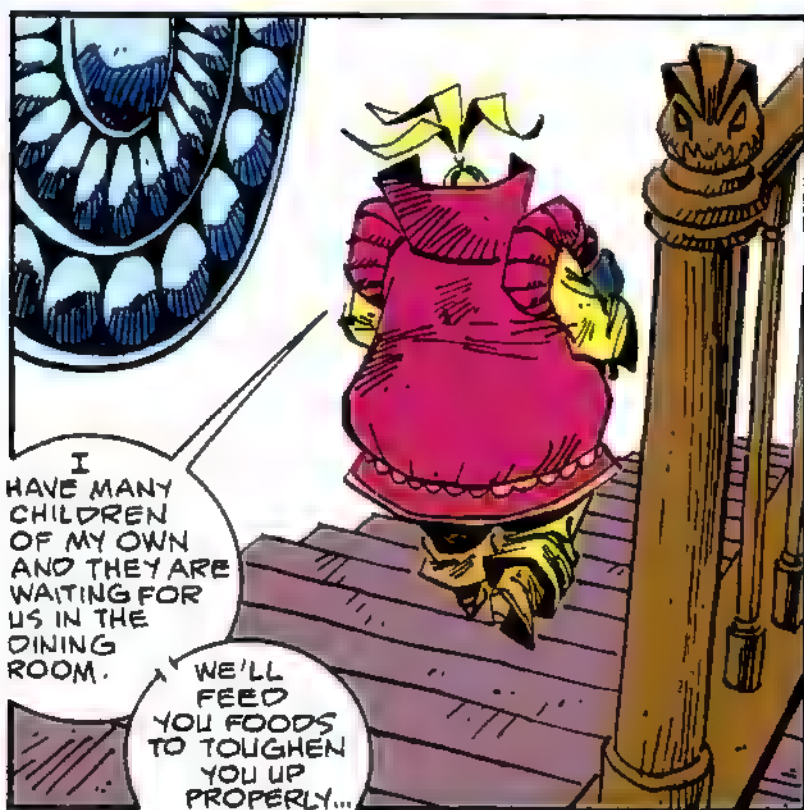
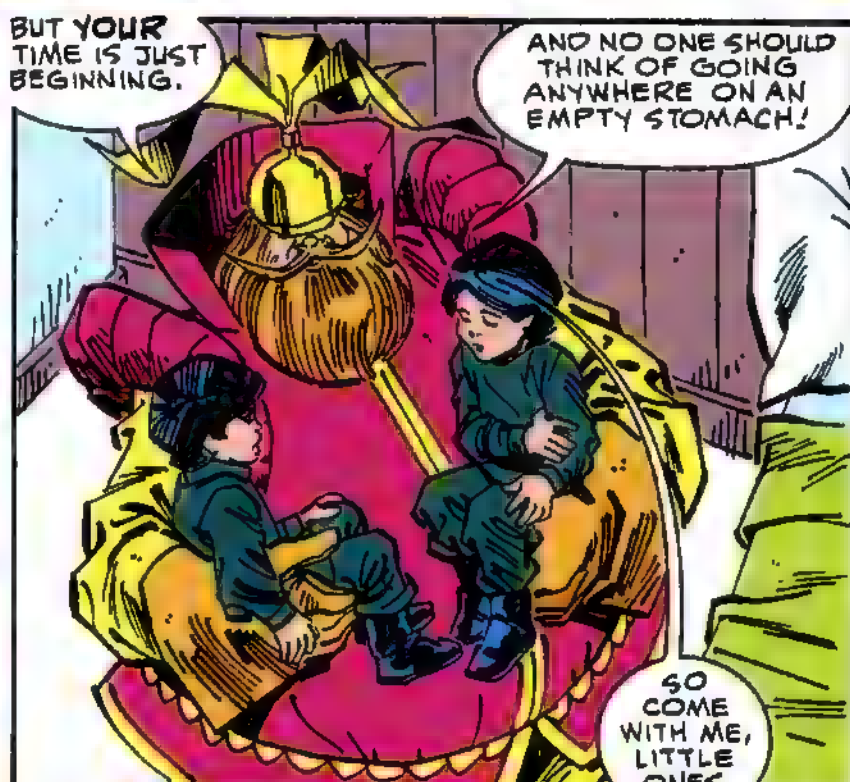
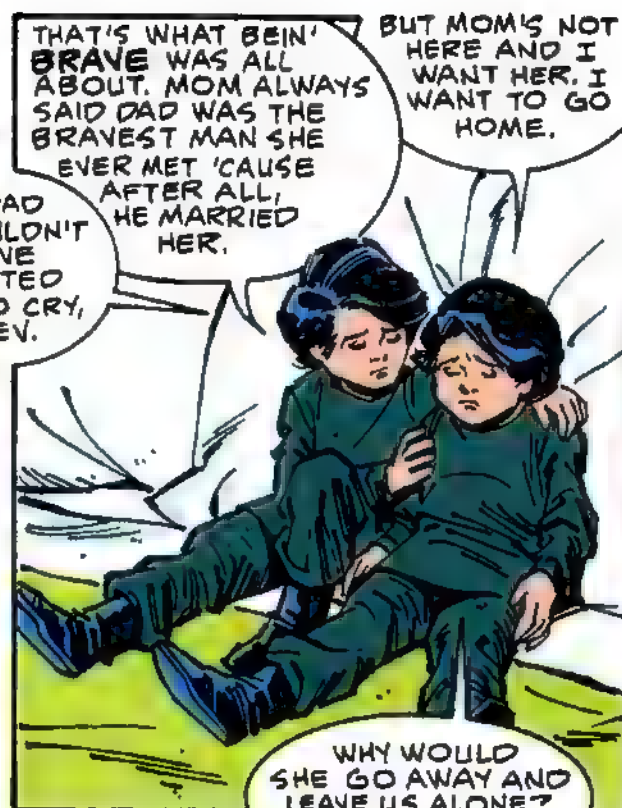
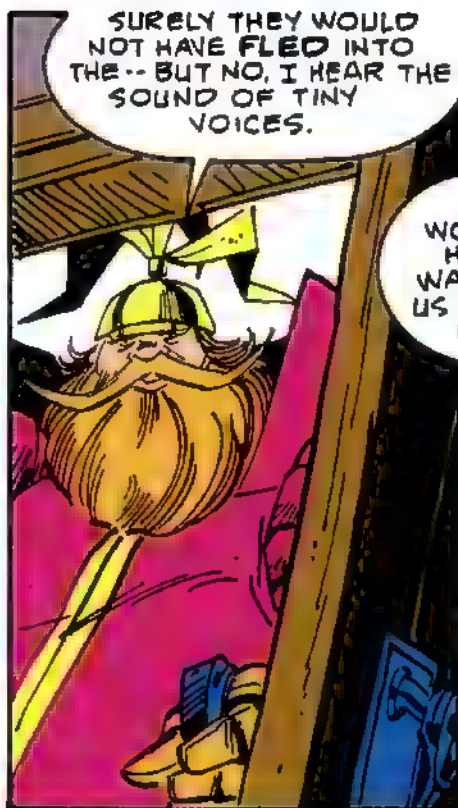
LEAD ON, CHILD. I WILL BRING OUR FALLEN ANGEL.

AGAIN CONSCIOUSNESS HATH FLED HIS BATTERED BODY.



BUT HE HATH PERFORMED THIS DAY AS A WARRIOR TRUE AND WE SHALL SEE HIM SAFELY REMOVED FROM THIS DANK AND EVIL REALM.

MEANWHILE, FAR AWAY IN AS-GARD, IN THE HOUSE OF VOL-STAGG THE ENORMOUS...



AND SUDDENLY, VOLSTAGG'S DINING ROOM IS INUNDATED WITH CHILDREN!

HI! FATHER TOLD US YOU MIGHT COME DOWN FOR BREAKFAST, BUT WE DIDN'T BELIEVE HIM! DADDY'S SUCH A LIAR!

HE SAID YOU CAME FROM MIDGARD!

THAT'S EARTH, YOUNG LADY.

ER... I... GUESS WE DO.

I'M MICK. THIS IS KEVIN, HE DOESN'T SAY MUCH.

I'M GUNNHILD, BUT NOBODY CALLS ME THAT BECAUSE I DON'T LIKE IT! I'M REALLY HILDY!

AND YOU'RE REALLY FROM EARTH? THAT'S GREAT!

NONE OF US HAVE EVER BEEN TO EARTH. WE WANT TO HEAR ALL ABOUT IT!

WELL...

YOU CAN SIT HERE NEXT TO ME.

I WANT TO SIT NEXT TO THEM!

NO, ME!

WHY CAN'T THEY SIT HERE?

MOMMM!

MAYBE WE CAN GO THERE SOMETIME WITH YOU!

MEANWHILE, IN THE TUNNELS BENEATH MANHATTAN...

LITTLE ARTIE'S ABILITIES ARE FASCINATING.

HIS VISIONS SEEM NOT ONLY TO BE ABLE TO SHOW HIS THOUGHTS, BUT ALSO TO GUIDE HIM WHERE HE WISHES TO GO.

IT IS AS THOUGH HE POSSESSES A SEEING-EYE MIND!

AND IT WOULD SEEM HE HATH FOUND THE ONES HE SOUGHT!

ARTIE!

OH THANK HEAVENS YOU'RE SAFE, ARTIE!

WE WERE SO WORRIED ABOUT YOU!

JEAN! LOOK! THERE'S SOMEBODY ELSE! IT... IT'S THE AVENGER THOR--WITH ANGEL!

YOUR COMRADE IS SORELY INJURED AND IN NEED OF MEDICAL ATTENTION.

UHHHH. HI, CYKE.

GUESS I REALLY COULDN'T CARRY MY OWN WEIGHT THIS TIME. YOU SHOULDN'T HAVE COME BACK FOR ME.

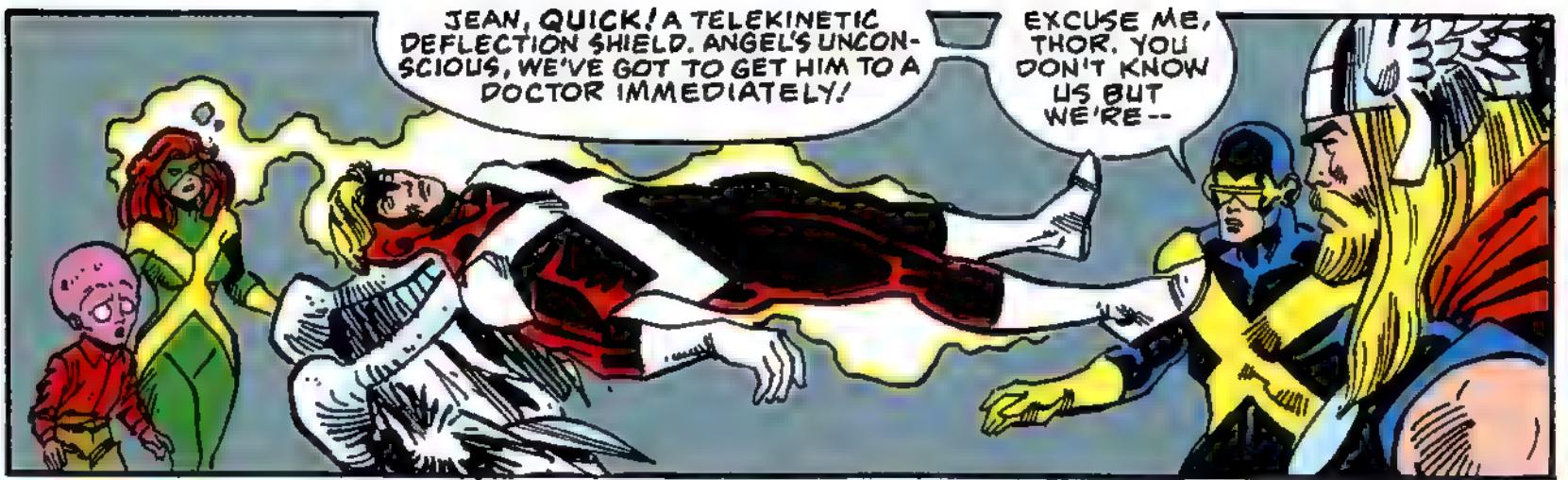
I'M NOT WORTH IT.

IF YOU THOUGHT WE WALKED THROUGH FIRE AND BLOOD TO FIND YOU...

...SO WE COULD CARRY YOU BACK TO X-FACTOR HQ AND DUMP YOU DOWN THE GARBAGE DISPOSAL, MISTER...

...YOU'VE GOT ANOTHER THINK COMING!

ANGEL!



JEAN, QUICK! A TELEKINETIC DEFLECTION SHIELD. ANGEL'S UNCONSCIOUS, WE'VE GOT TO GET HIM TO A DOCTOR IMMEDIATELY!

EXCUSE ME, THOR. YOU DON'T KNOW US BUT WE'RE--

BUT I DO KNOW YOU. NOW.

WERE NOT THE THREE OF YOU MEMBERS OF THE ORIGINAL X-MEN SOME YEARS AGO WHEN THE AVENGERS FACED LUCIFER*?

THE UNIFORMS ARE NEW, BUT I RECOGNIZE THE NAMES. CYCLOPS, ANGEL. NO WONDER THE NAME SEEMED TO FIT HIM.

UMM... THAT'S RIGHT.

HOW IS PROFESSOR XAVIER?

UH, FINE, I THINK. BUT WE'RE... SORT OF X-MEN GRADUATES NOW, I GUESS YOU COULD SAY.

ARGH!

THOR?

I SLEW ONE OF THE MARAUDERS, BUT NOT BEFORE HE HAD BROKEN MY ARM.

SUFFICE IT TO SAY THAT THE BONES ARE GRINDING TOGETHER.

* AS SEEN IN AN X-MEN ISSUE FROM THE DAWN OF TIME! -- RM

THEN WE'D BETTER APPLY A LITTLE FIRST AID FAST.



THIS ISN'T GOING TO BE NEAT BUT IT'LL DO THE JOB FOR NOW.

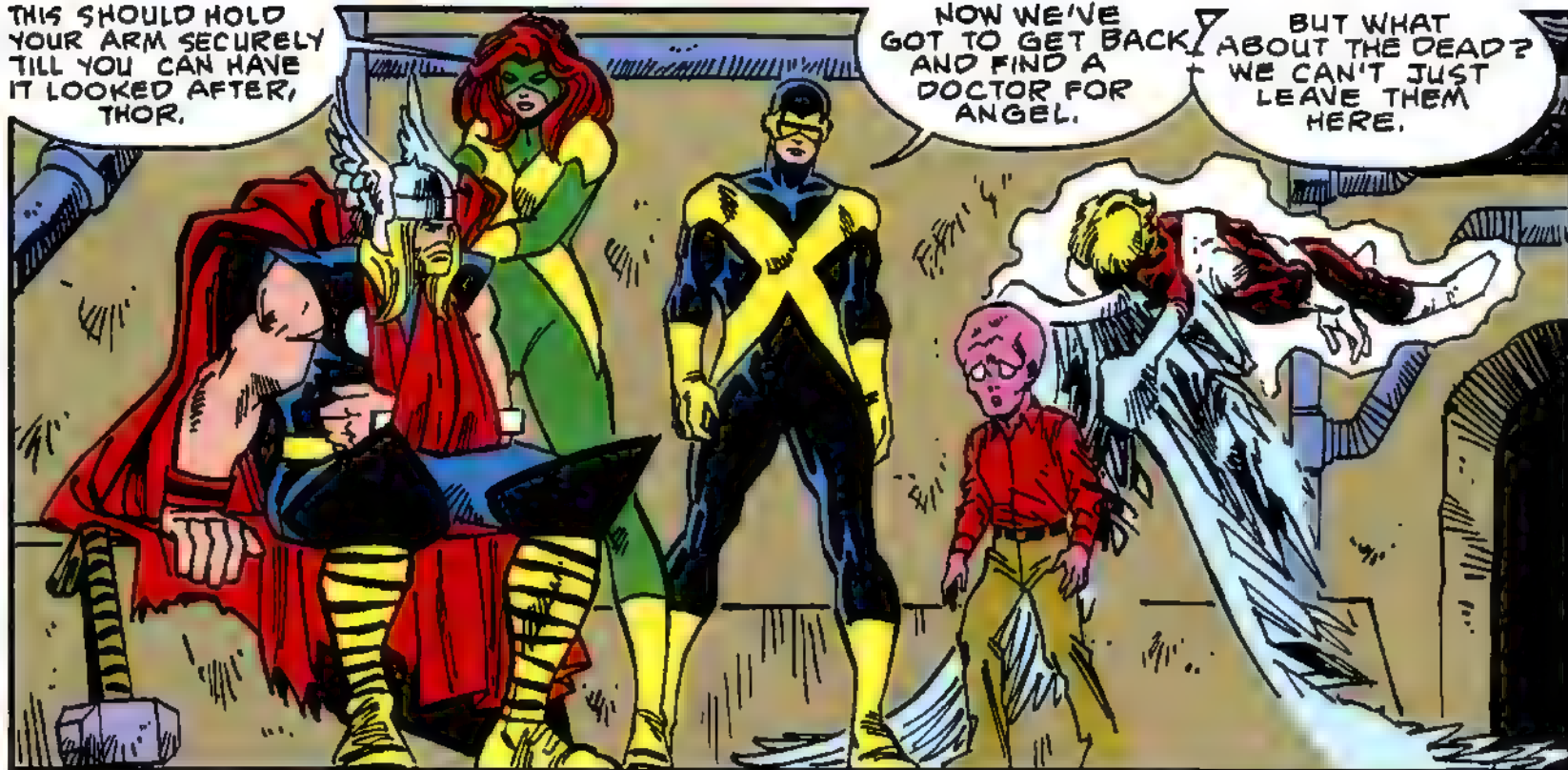


JEAN, TEAR OFF A STRIP FROM THOR'S CAPE.

THIS SHOULD HOLD YOUR ARM SECURELY TILL YOU CAN HAVE IT LOOKED AFTER, THOR.

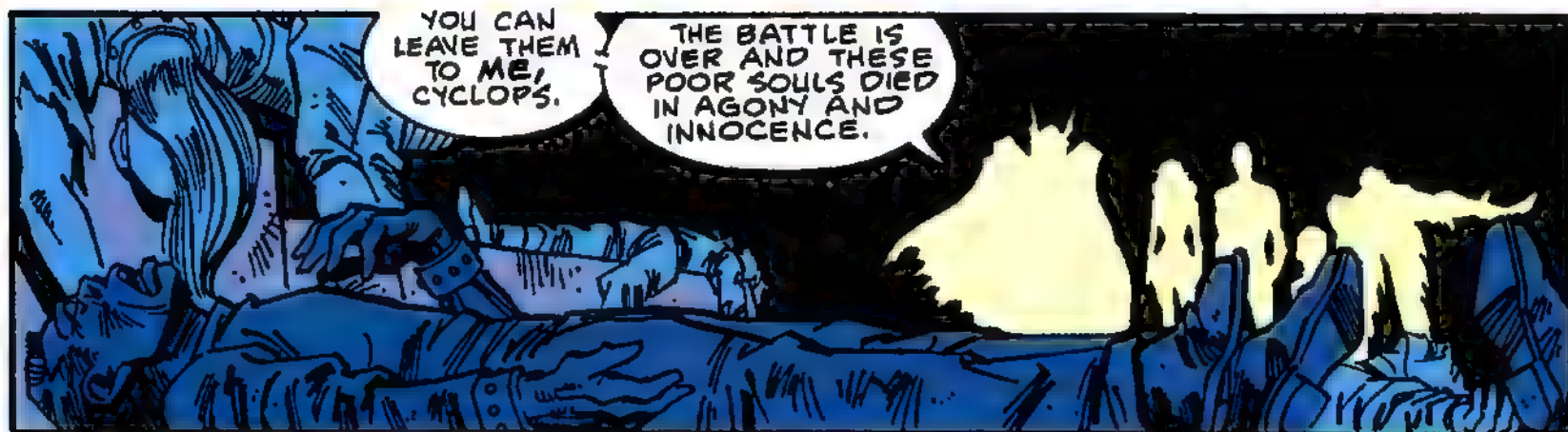
NOW WE'VE GOT TO GET BACK AND FIND A DOCTOR FOR ANGEL.

BUT WHAT ABOUT THE DEAD? WE CAN'T JUST LEAVE THEM HERE.



YOU CAN LEAVE THEM TO ME, CYCLOPS.

THE BATTLE IS OVER AND THESE POOR SOULS DIED IN AGONY AND INNOCENCE.



I WILL GIVE THEM A VIKING'S FUNERAL.

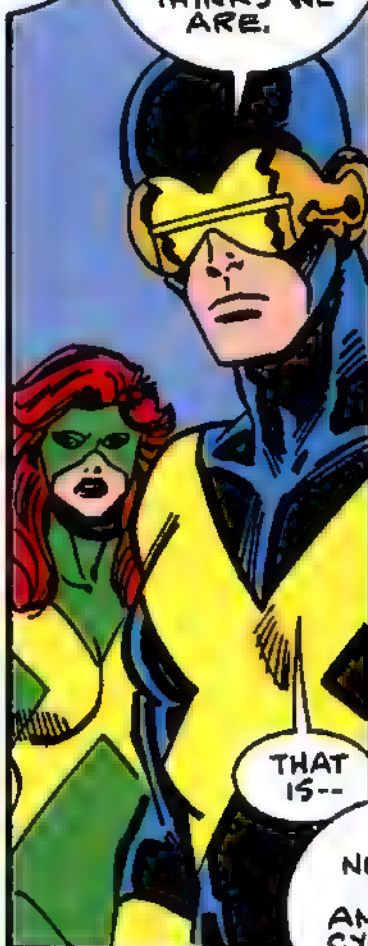
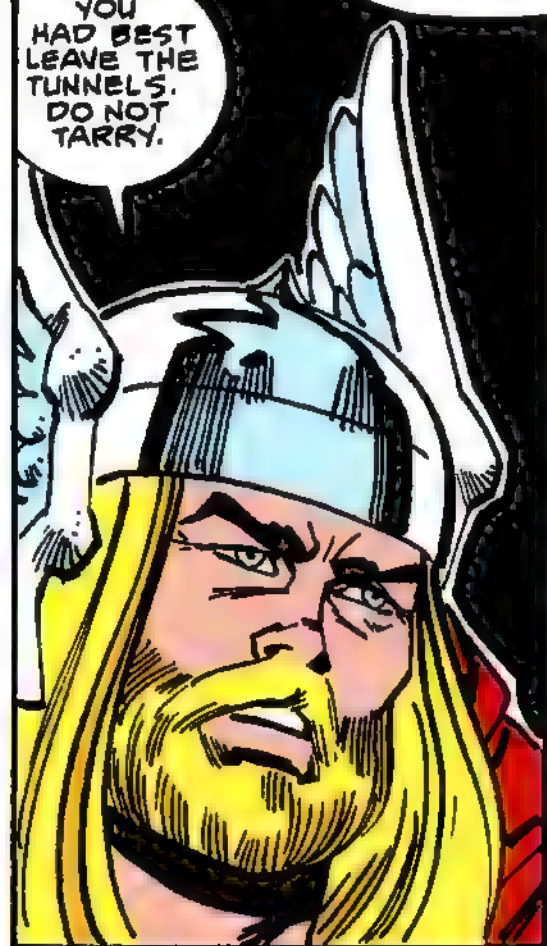
UH, LISTEN, THOR. WHEN YOU GET UPSTAIRS, YOU'RE GOING TO HEAR SOME THINGS ABOUT US THAT AREN'T TRUE.

WHAT I MEAN IS... WE'RE NOT EXACTLY WHAT EVERYONE THINKS WE ARE.

I LEARNED A LONG TIME AGO NOT TO JUDGE A BOOK BY ITS COVER... OR A MAN BY WHAT THE NEWSPAPERS SAY ABOUT HIM.

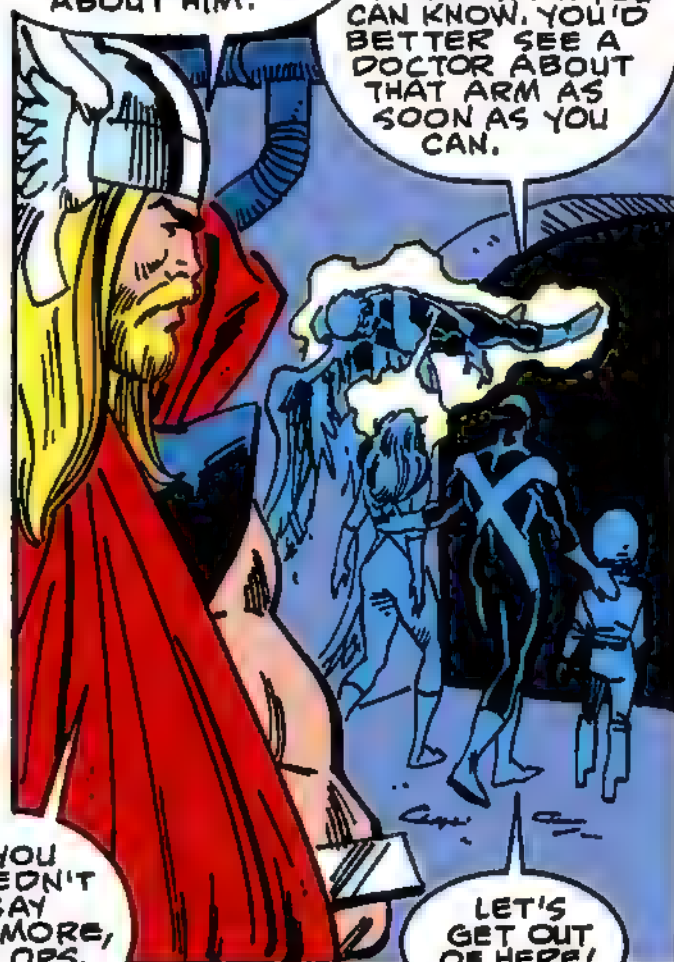
WE APPRECIATE THAT, THOR. MORE THAN YOU CAN KNOW, YOU'D BETTER SEE A DOCTOR ABOUT THAT ARM AS SOON AS YOU CAN.

YOU HAD BEST LEAVE THE TUNNELS. DO NOT TARRY.



THAT IS--

YOU NEEDN'T SAY ANYMORE, CYCLOPS.



LET'S GET OUT OF HERE!

AND SHORTLY...

I HAVE COVERED THE LENGTH AND BREADTH OF THE CATACOMBS BENEATH THE CITY.

THE BATTLE IS OVER AND THESE POOR CREATURES ARE THE LOSERS.

SAVE MYSELF, NOT A SOUL REMAINS ALIVE IN THIS DESOLATE PLACE.

NO ONE IS LEFT TO MOURN THE DEAD OR BURY THEM.

AND SHOULD THEY BE LEFT UNTOUCHED, THEY MIGHT WELL BECOME A HEALTH HAZARD TO THE LIVING ABOVE.

BY NOW, CYCLOPS AND THE OTHERS SHOULD HAVE REACHED SAFETY, BACK AMONG THE LIVING.

BUT FOR THOSE WHO DIED IN THIS FOUL PLACE, THE GOD OF THUNDER WILL SOUND THE DEATH KNELL.

SO MANY SLAIN. A KINGDOM OF DEATH IN MINIA-TURE.

HELA MUST BE ENJOYING THIS.

EVEN NOW, NO DOUBT, SHE SITS ON HER DARK THRONE AND REVELS IN THE TRAGEDY.

WHAT--?!

I AM NOT A BELIEVER IN THE TRAGEDY OF DEATH, THOR...

...NOR DO I TAKE DELIGHT IN ITS CRUELTY.

I MERELY APPRECIATE ITS NECESSITY.

LIAR!



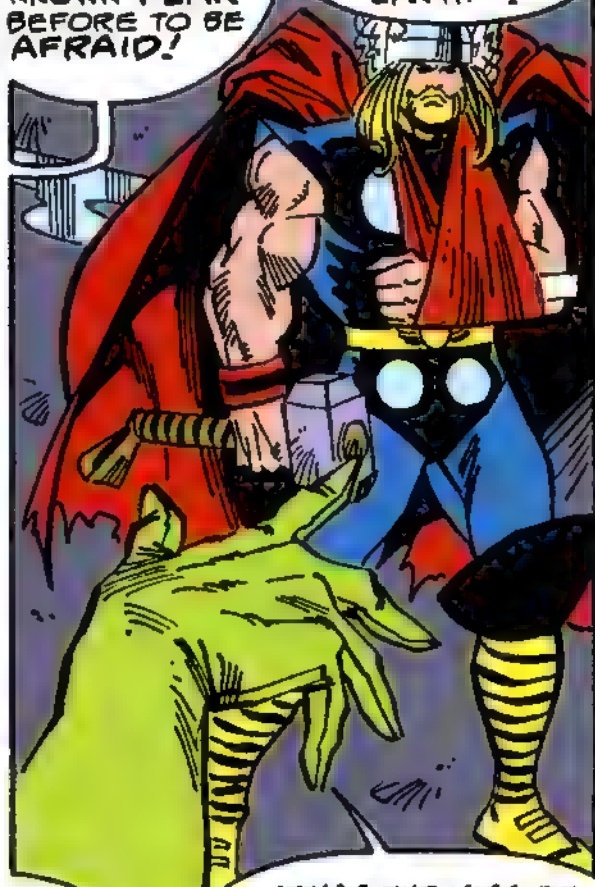
WELL, PERHAPS I DO ENJOY IT A LITTLE.

THE CRAFTSMAN TAKES A CERTAIN PRIDE IN THE SKILL OF HIS HANDS, DOES HE NOT?

BUT FAR MORE WILL I ENJOY WHAT IS ABOUT TO HAPPEN TO YOU.

IN FACT, I HAVE JOURNEYED ALL THIS WEARY WAY FROM HEL TO SHARE THE KNOWLEDGE WITH YOU.

FOR I AM GOING TO TEACH THE MIGHTY THOR WHO HAS NEVER KNOWN FEAR BEFORE TO BE AFRAID!



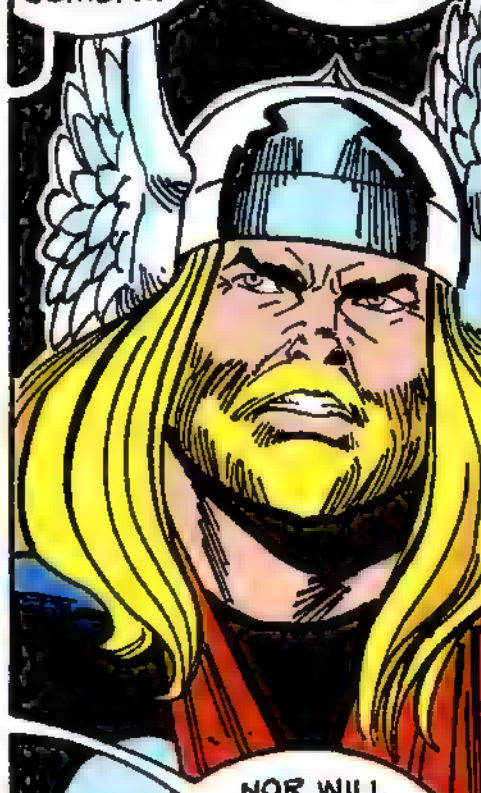
DO YOU REMEMBER THE WEAKNESS YOU FELT AS YOU LEFT ASGARD TO RETURN TO EARTH*?

IT WAS THE KISS OF HELA'S GIFT, THOR, THE GIFT YOU FEEL NOW.

*At the beginning of last issue--RM

FROM THIS DAY FORTH, THE MIGHTY THOR, WARRIOR OF ASGARD, WILL FEAR TO ENTER COMBAT.

FOR HIS BONES ARE NOW AS BRITTLE AS THOSE OF AN OLD WOMAN AND WHEN THEY BREAK, THEY WILL NOT HEAL!



NOR WILL YOU FIND RESPIRE IN THE ARMS OF DEATH, FOR I HAVE CAST YOU OUT!



AND THE ABSENCE OF DEATH IS ETERNAL LIFE!

THE GOD OF THUNDER WILL LIVE FOREVER!

UNTIL HIS EVERY WAKING DESIRE SHALL BE TO DIE!

YOU WILL SCREAM OUT HELA'S NAME IN AGONY! YOU SHALL LONG FOR DEATH!

AND PERHAPS SOMEDAY, IF IT PLEASES ME, I MAY RELEASE YOU!

BUT IT MAY NEVER PLEASE ME!

THUS AM I REVENGED FOR MY HUMILIATION AT YOUR HANDS IN HEL, THUNDERER*!

*THORS 360/362--RM



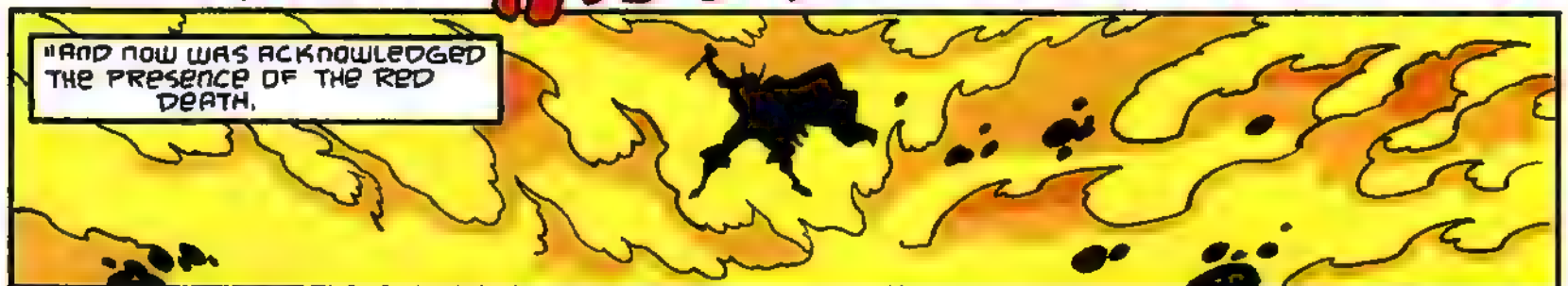
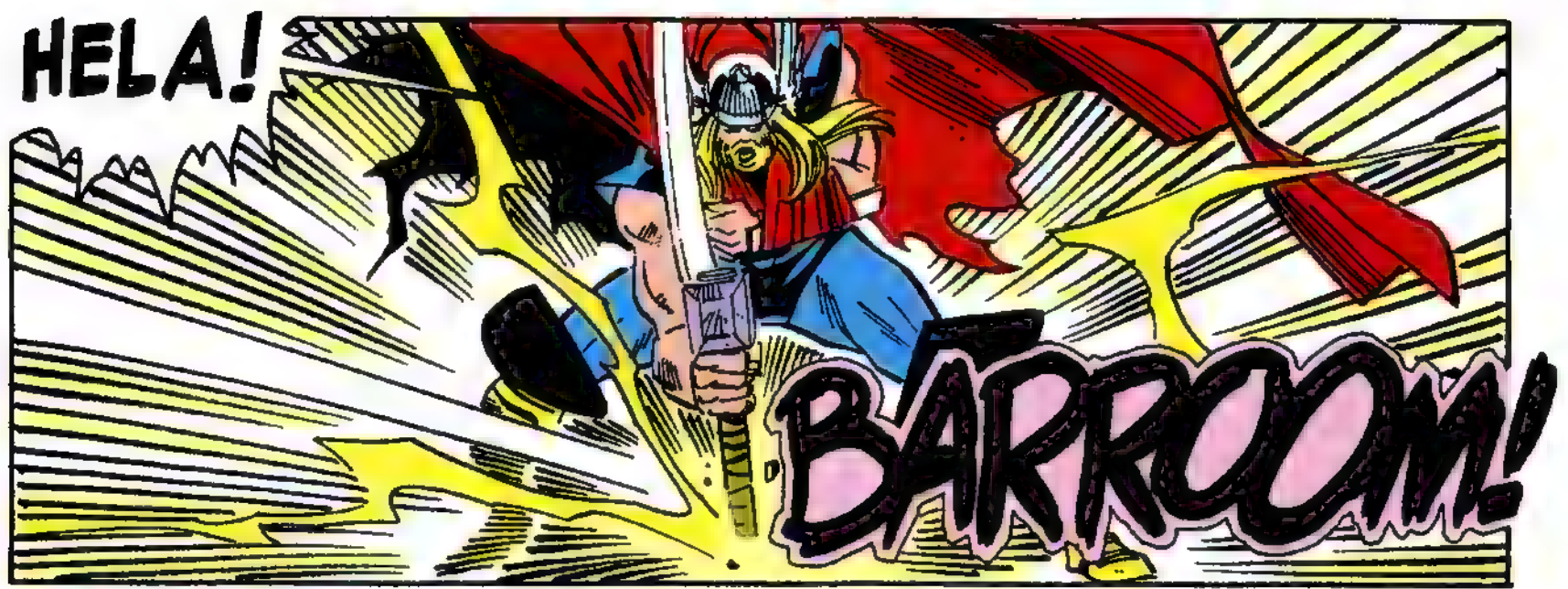
HA! HA! HA! HA! HA!

HA! HA! HA! HA! HA!

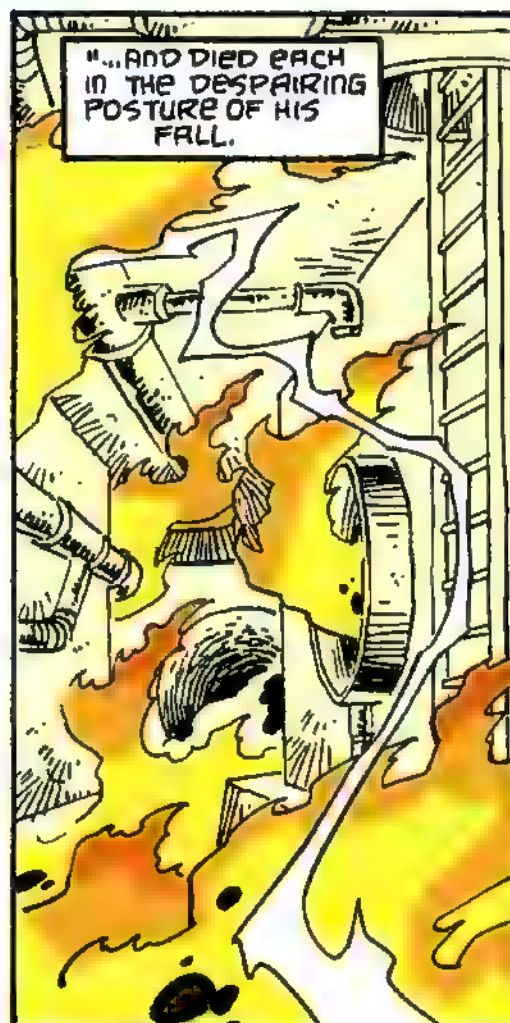
HA! HA! HA! HA! HA!

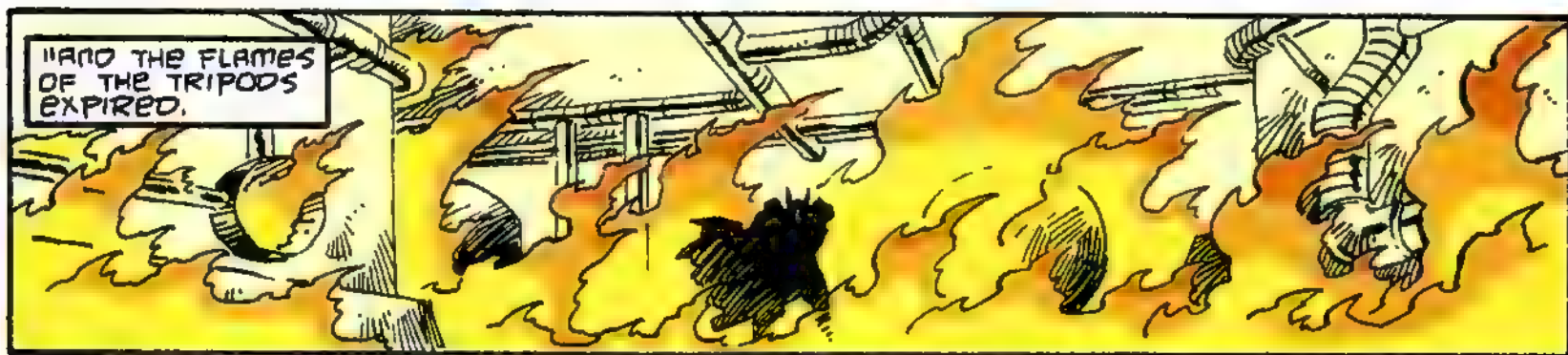
HA!

KATHAWW!

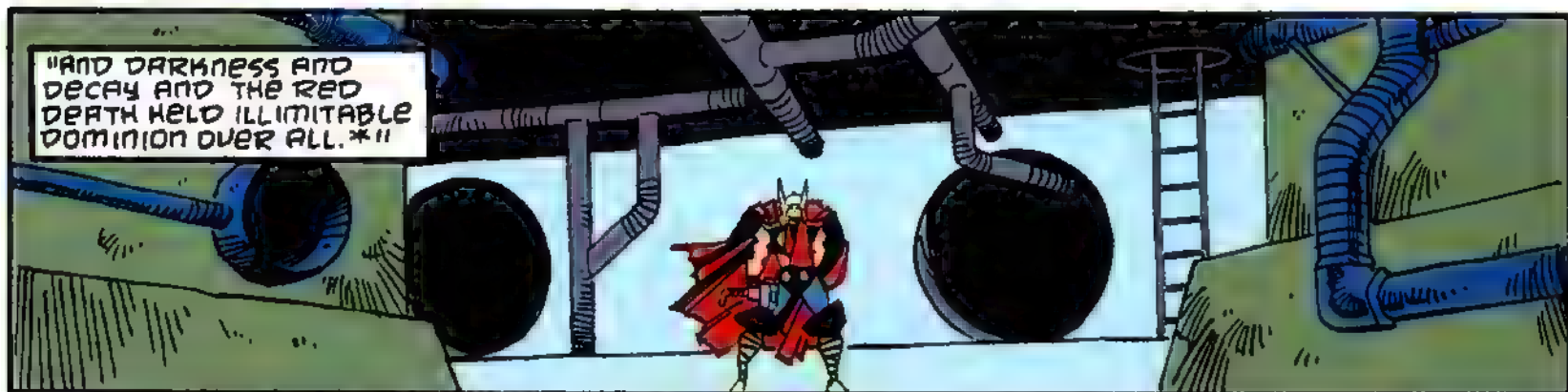


"AND ONE BY ONE DROPPED THE REVELLERS IN THE BLOOD-BE-DEWED HALLS OF THEIR REVEL..."





"AND THE FLAMES OF THE TRIPODS EXPIRED."



"AND DARKNESS AND DECAY AND THE RED DEATH HELD ILLIMITABLE DOMINION OVER ALL.*"



THOR, THE SON OF ODIN, STANDS ALONE IN THE DARKNESS...

...AND WONDERS IF HE WILL COME TO ENVY THE DEAD.

*THE MASQUE OF THE RED DEATH
--Edgar Allan Poe

Next: DISCONNECT THEM DRY BONES!
AN ABSORBING TALE OF EXO-SKELETAL DISSERTATIONS, EPHEMERAL VILLAINS, AND A GOOD RIBBING FOR THOR! ALONG WITH THE REAPPEARANCE OF ONE OF THOR'S MOST DANGEROUS FOES. DON'T SAY WE DIDN'T WARN YOU!

MARVEL
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ANNIVERSARY



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THE UNCANNY

X-MEN

**WOLVERINE
VS.
SABRETOOTH--
ROUND 1!**



STAN LEE
PRESENTS:

THE LAST RUN

STARRING
THE UNCANNY
X-MEN

A MILE
BENEATH
MANHATTAN...

...ARE THE
TUNNELS
WHERE THE
MORLOCKS
LIVED...

...UNTIL THE
MARAUDERS
KILLED THEM.

WOLVERINE MOVES
SILENTLY THROUGH THE
CARNAGE, ALERT FOR
THE SLIGHTEST SOUND,
THE SMALLEST MOVE-
MENT, THE FAINTEST
SCENT OF LIFE.

VIOLENCE IS IN HIS
NATURE. MURDER IS
NOT. HE MEANS TO
FIND THOSE RESPON-
SIBLE AND RAY
THEM BACK-- IN
FULL MEASURE.

CHRIS CLAREMONT
WRITER

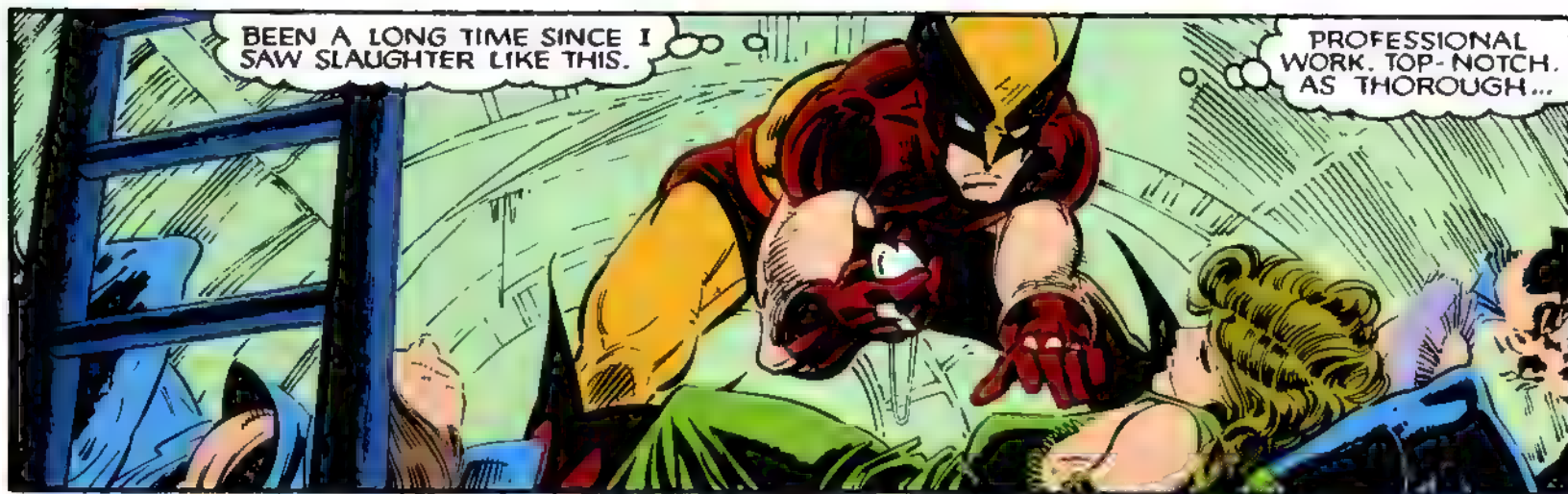
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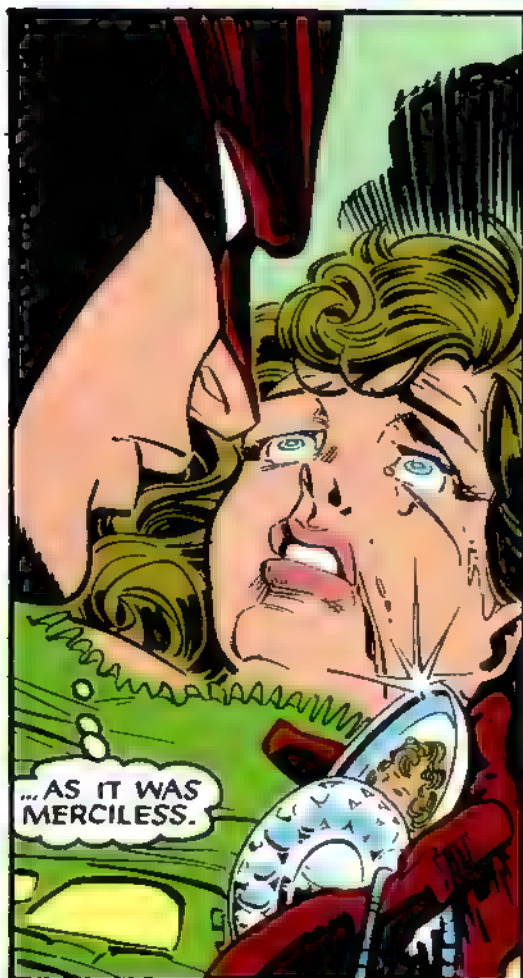
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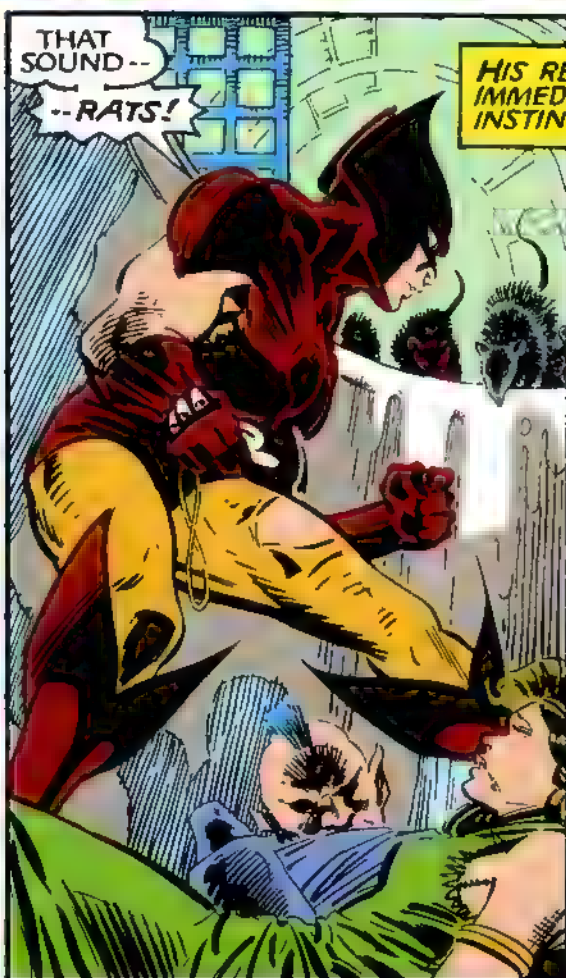


BEEN A LONG TIME SINCE I SAW SLAUGHTER LIKE THIS.

PROFESSIONAL WORK. TOP-NOTCH. AS THOROUGH...



...AS IT WAS MERCILESS.



THAT SOUND--
--RATS!

HIS REACTION IS IMMEDIATE AND INSTINCTIVE.

HE BARES HIS FANGS AND GROWLS.



THE VERMIN GET HIS MESSAGE AND FLEE.



WASTED EFFORT, THAT.

THEY'RE JUST DOIN' WHAT COMES NATURALLY.

SOON AS I'M GONE, THEY'LL BE BACK.

TOO MANY BODIES-- WITH NO PLACE, NO TIME TO BURY 'EM.

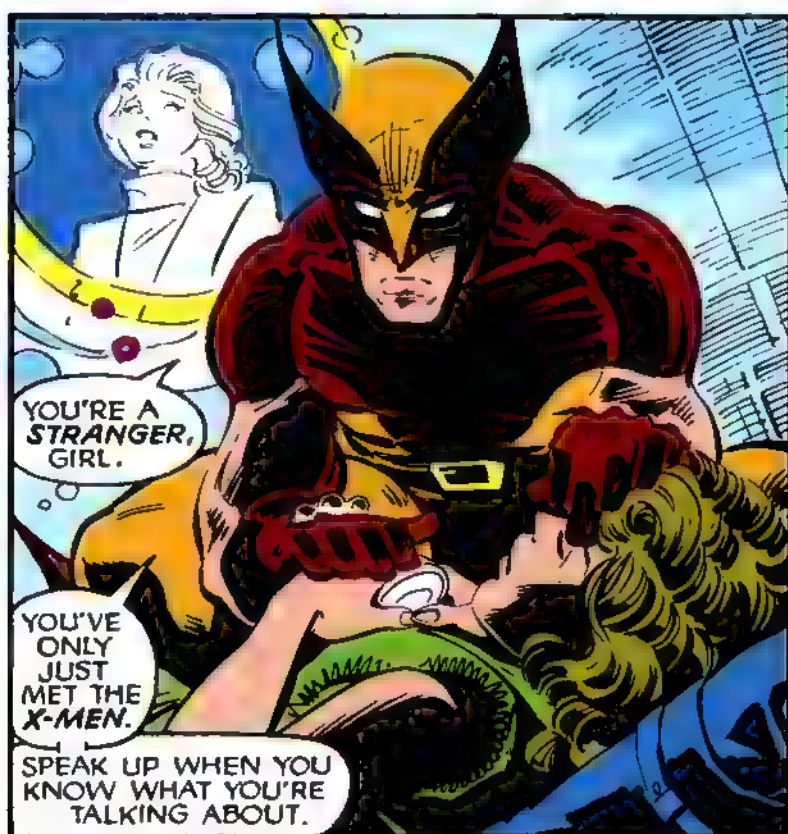
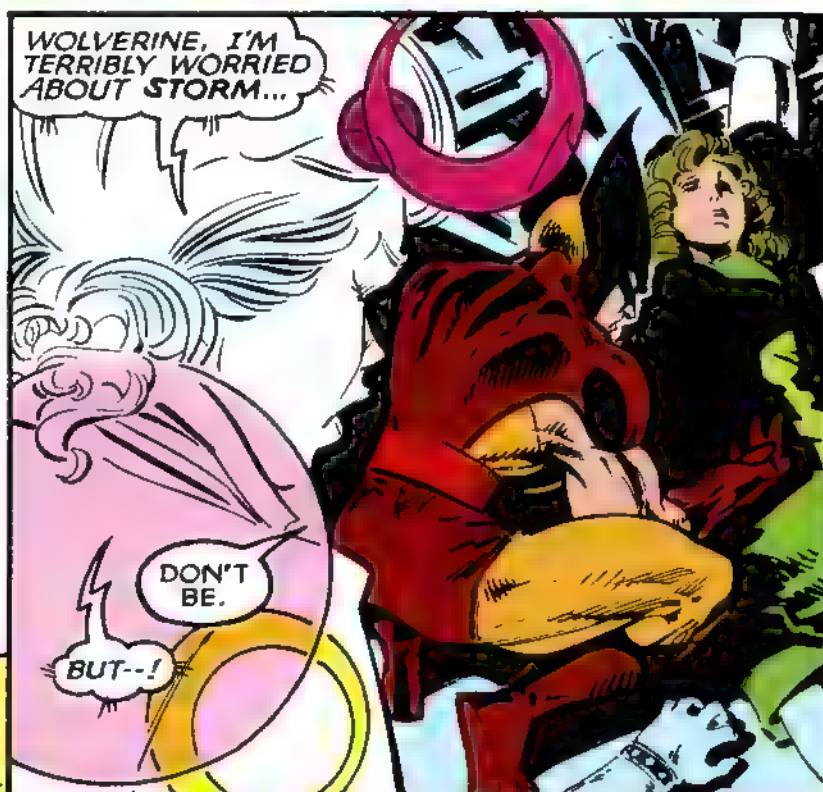
WOLVERINE?



IT'S BETSY BRADDOCK-- I'M CALLED PSYLOCKE. I'M A TELEPATH.

WHAT THE FLAMIN'--?!

(STORM ASKED ME TO MINDLINK WITH YOU, SO YOU COULD PASS ALONG A REPORT.



ROUGHLY 40 MILES NORTHWARD, IN THE HEADMASTER'S STUDY OF PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS...

OF ALL THE CONCEITED, ARROGANT, BLOODY FOOLS--!

PROBLEM IS, DO I MEAN WOLVERINE...
...OR MYSELF?!

I'M EXHAUSTED...

...AND MY POOR SKULL IS POUNDING FIT TO BURST!

THERE'S A PSIONIC BARRIER FIELD SURROUNDING THE MORLOCK TUNNELS. IF I HADN'T USED CEREBRO HERE TO AMPLIFY MY POWER...

...I DOUBT I COULD HAVE MADE CONTACT. AS IT IS, I DAREN'T TRY TOO OFTEN.

I MIGHT BURN OUT THE COMPUTER SYSTEM, OR MY OWN BRAIN. ALL THOSE POOR PEOPLE--MURDERED.

CAN THOSE FEW IN THE SCHOOL INFIRMARY...
...BE THE ONLY SURVIVORS?

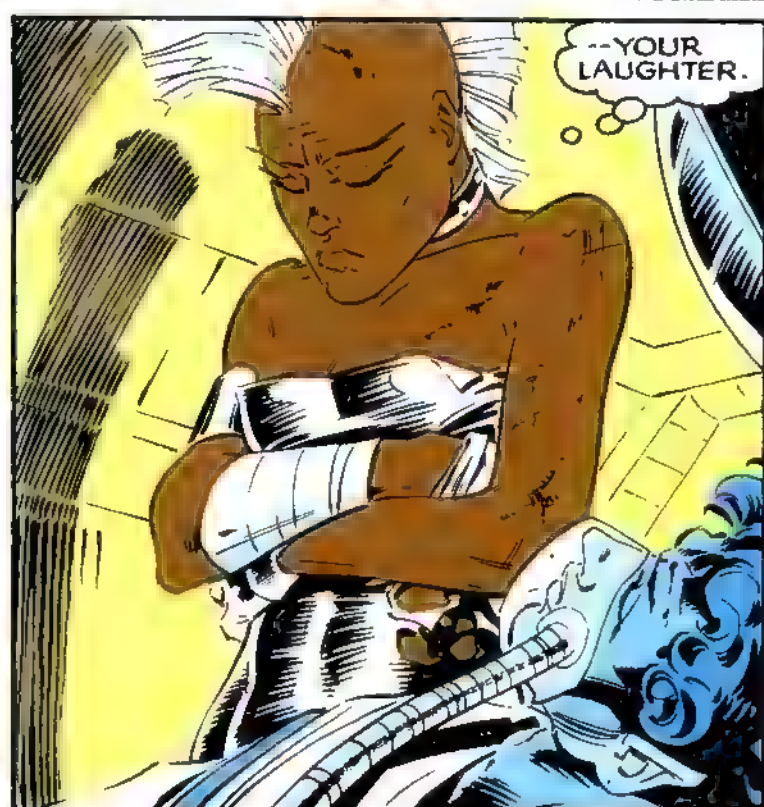
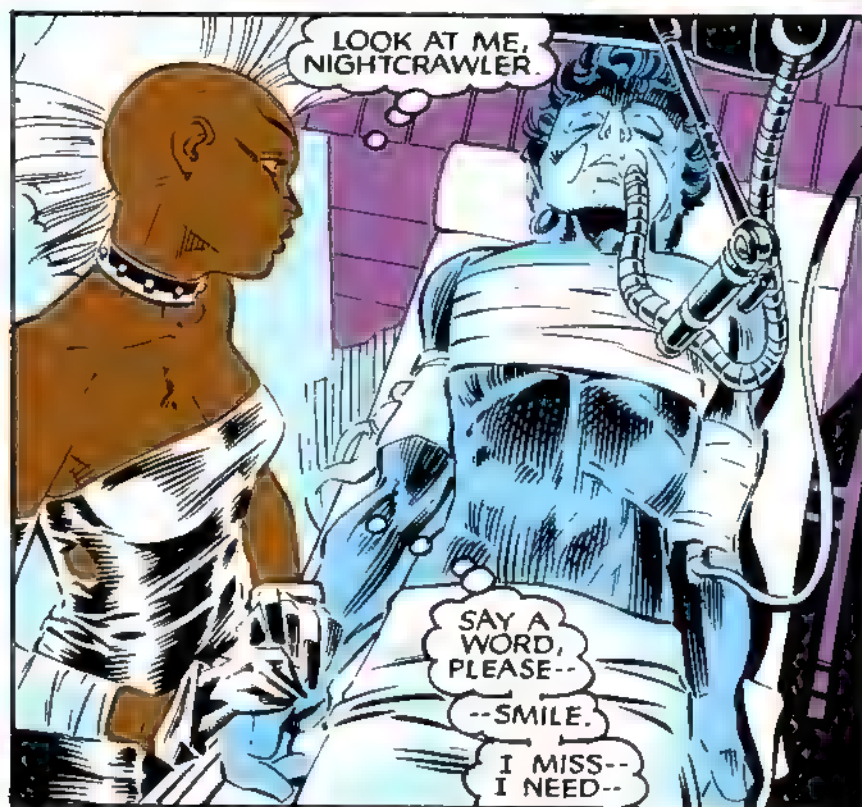
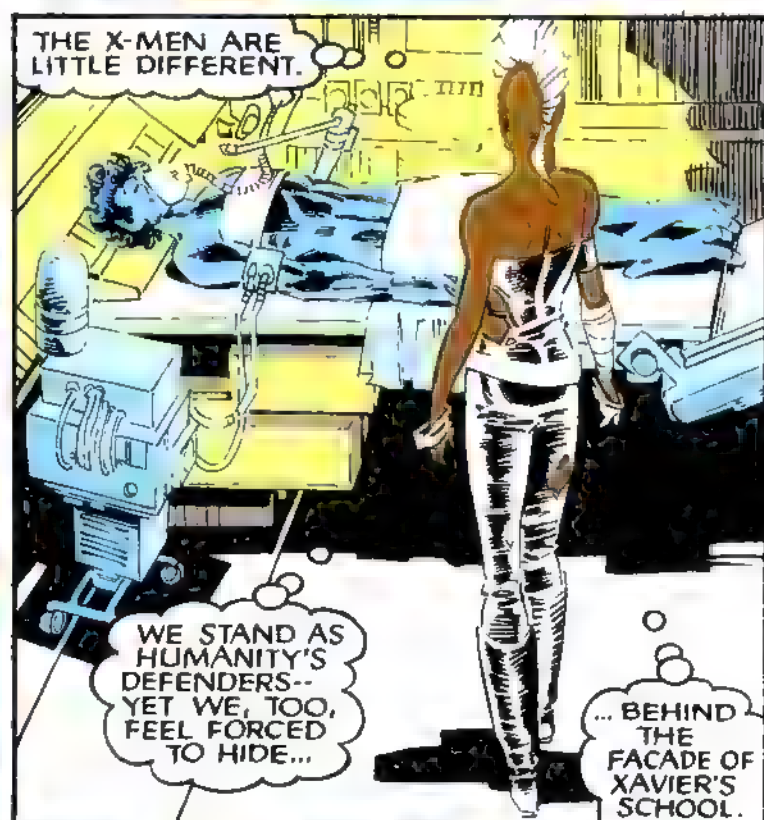
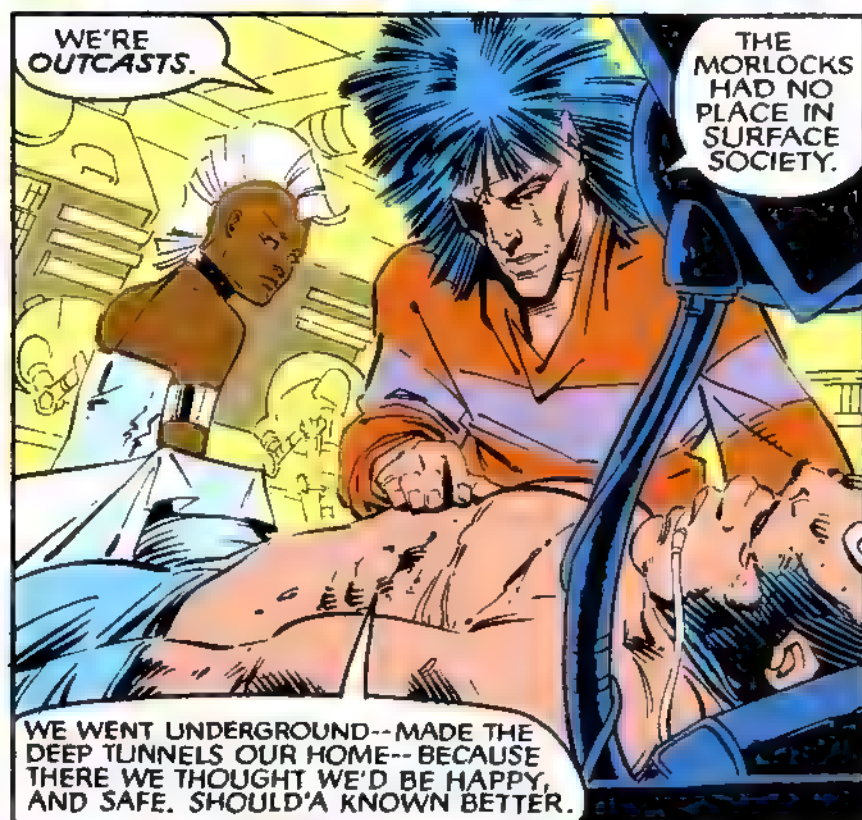
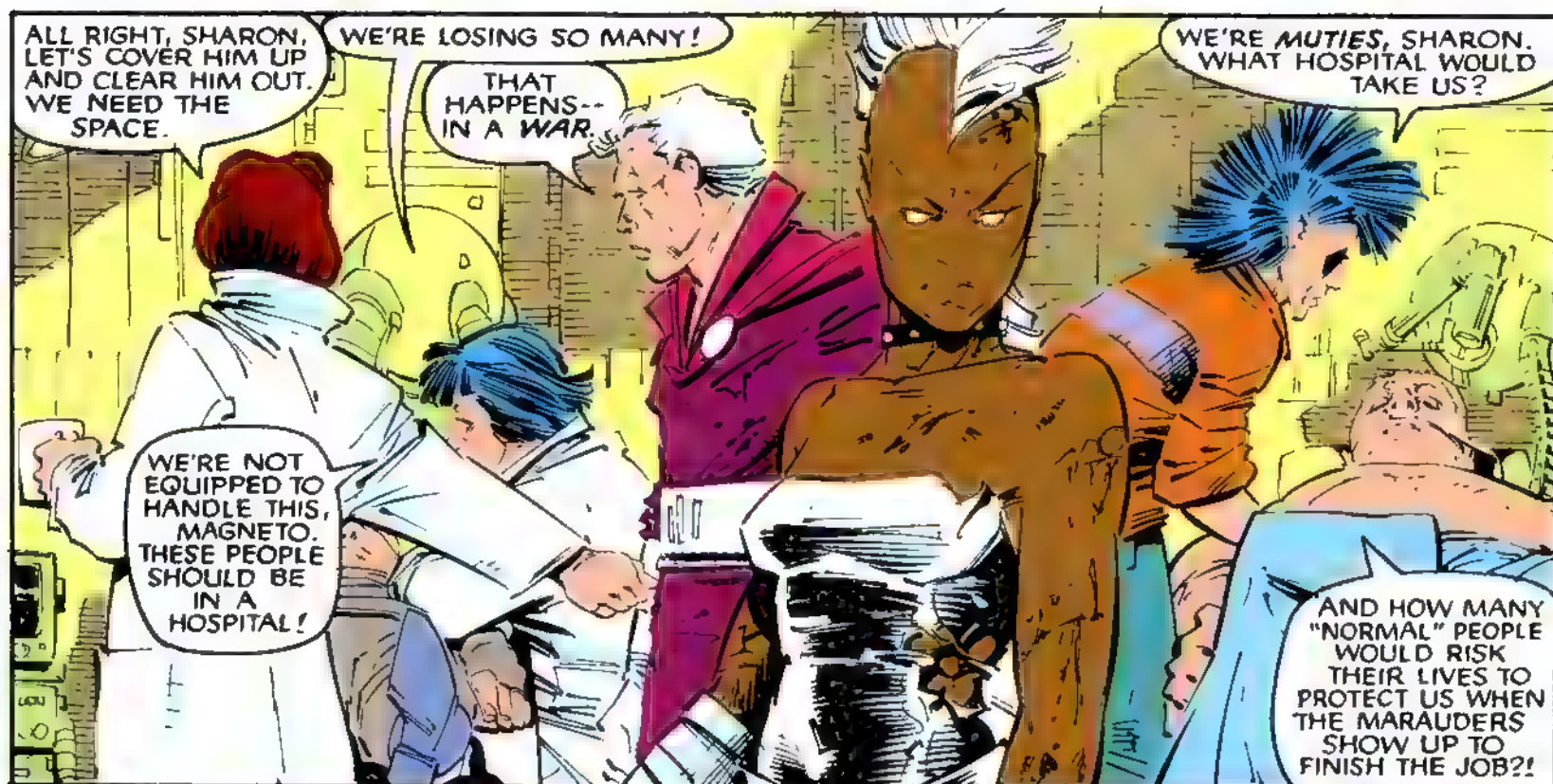
THIRTY METERS BELOW BETSY, THE WOUNDED ARE BEING CARED FOR BY MAGNETO, THE SCHOOL'S HEADMASTER...

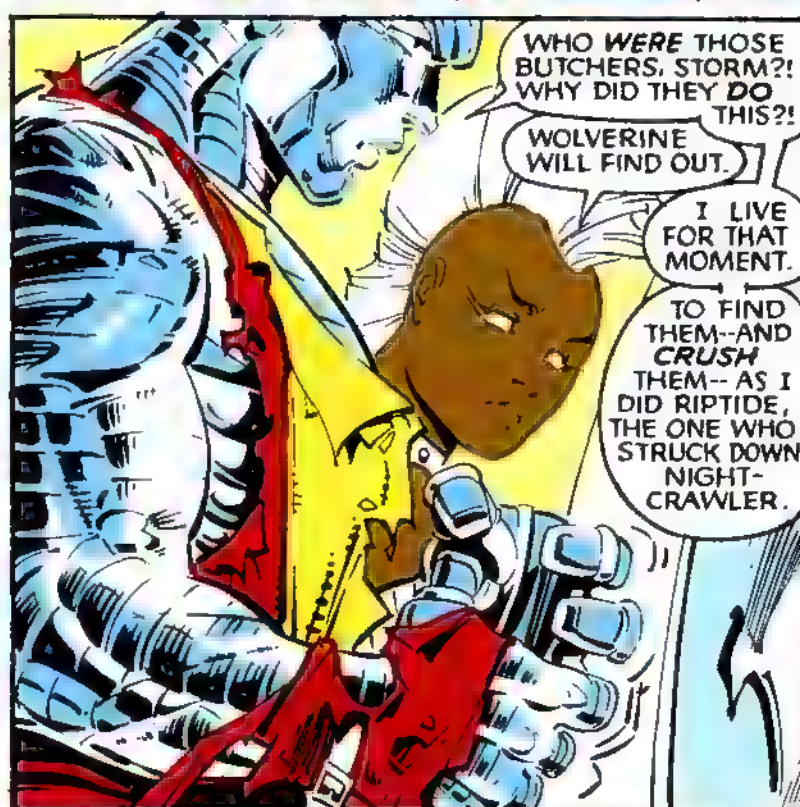
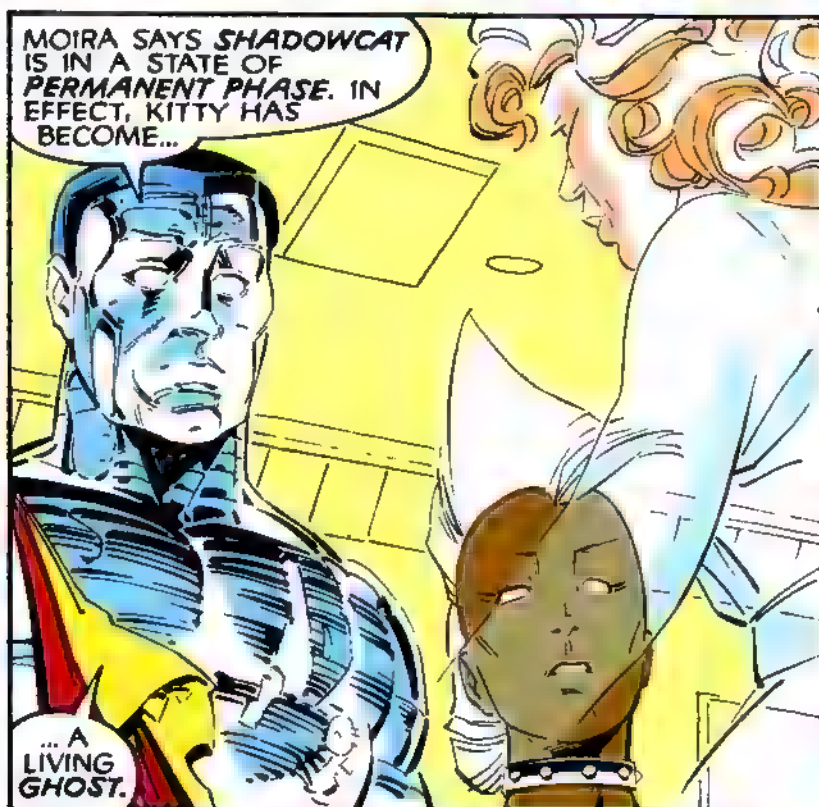
...THE MEDICAL STAFF, DR. MOIRA MacTAGGART AND HER NURSE, SHARON...

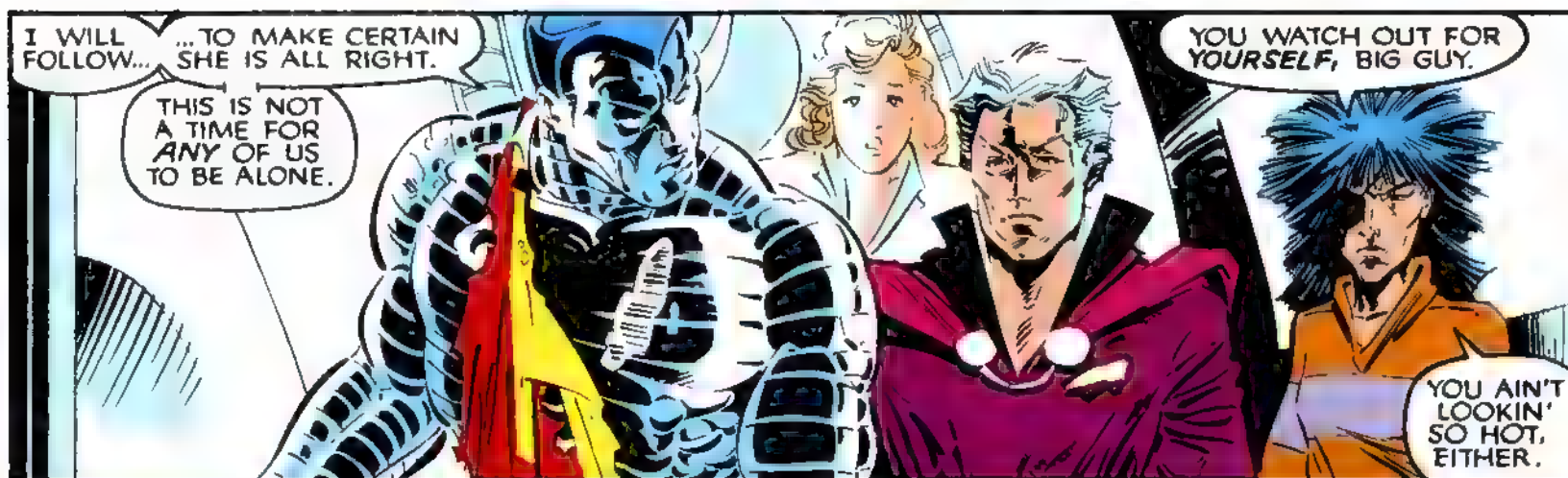
...CALLISTO, WHO LED THE MORLOCKS UNTIL SHE WAS SUPPLANTED BY...

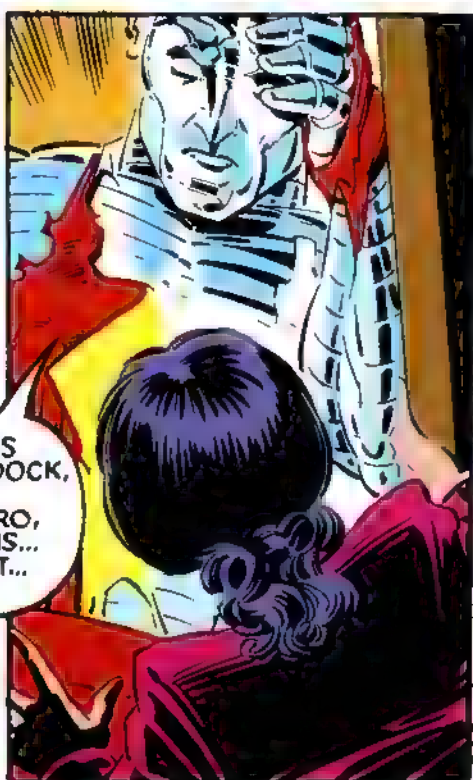
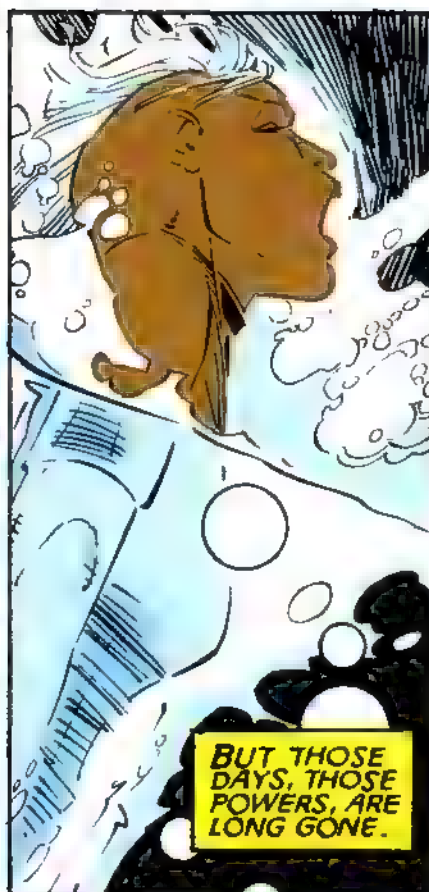
...STORM, WHO'S ALSO THE X-MEN'S CURRENT LEADER.

I'M SORRY, DR. MacTAGGART. HE'S GONE.











MIND THE STORE, THOMAS!

ANYONE BUT WOLVIE SHOWS...

TREAT 'EM AS HOSTILE!



BLAST BLAST BLAST!

PETEY WAS HURT IN THE FIGHT-- SO HARD TO TELL WHEN HE'S ARMORED-- NO WONDER HE HASN'T SHIFTED BACK TO HUMAN FORM SINCE.

MUST BE BAD. HOPE IT AIN'T. BODY COUNT'S TOO HIGH ALREADY.

WE'VE BEEN FORCED TO USE THE HANGAR HERE AS A TEMPORARY MORGUE-- AN' IT'S NEARLY FULL!



SECONDS LATER...

SO MUCH FOR HOPE.

YOU CONSCIOUS, BETTS? HE STILL ALIVE?!

YES...

...TO BOTH...

...THANK HEAVEN.

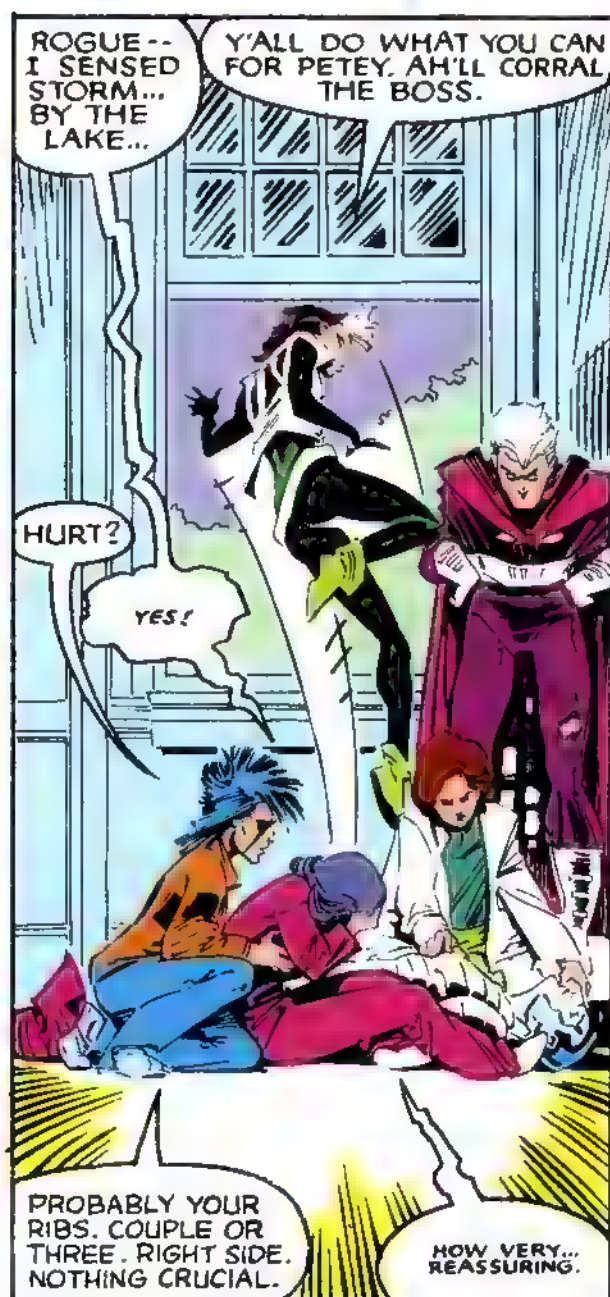


BOY'S LIKE A STATUE.

HOW 'BOUT AH ABSORB HIS POWER...

... REVERT HIM TO HUMAN--?!

NO! THAT WILL KILL HIM FOR CERTAIN!



ROGUE-- I SENSED STORM... BY THE LAKE...

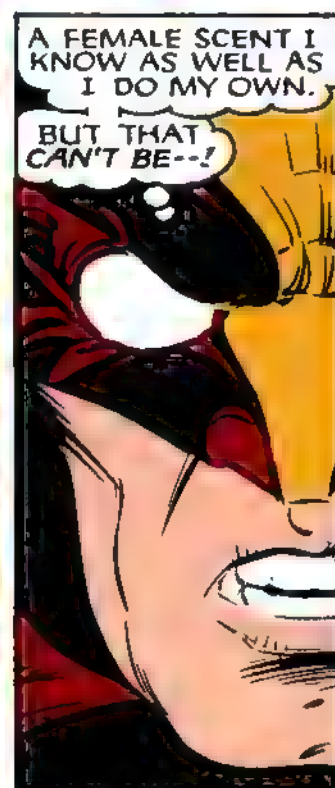
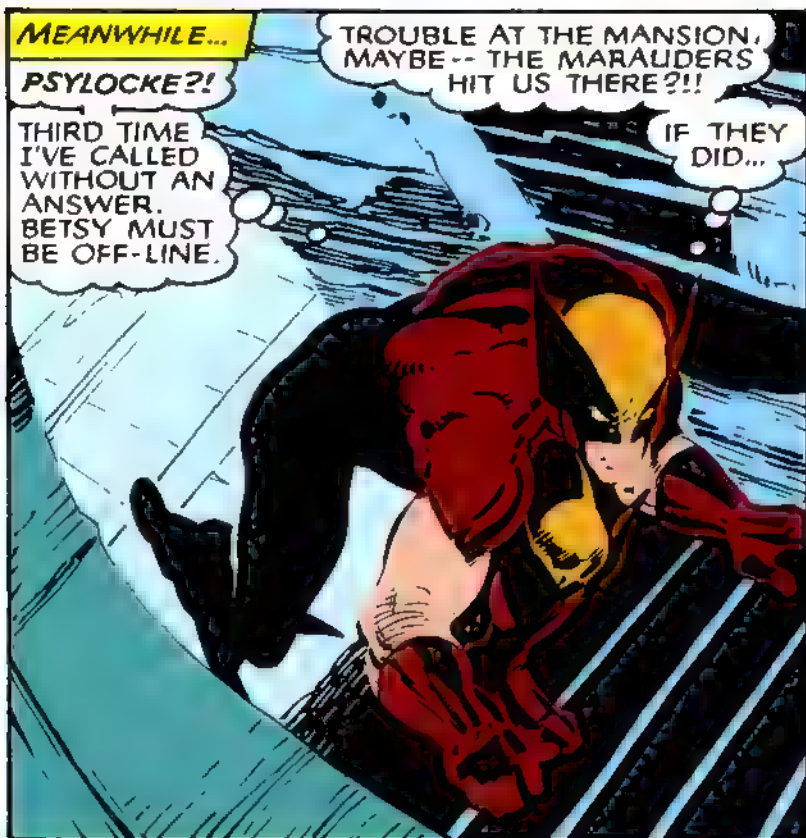
Y'ALL DO WHAT YOU CAN FOR PETEY. AH'LL CORRAL THE BOSS.

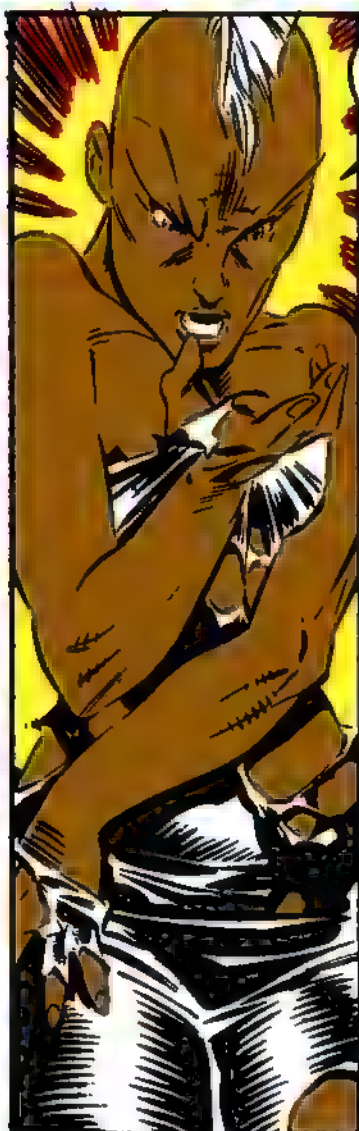
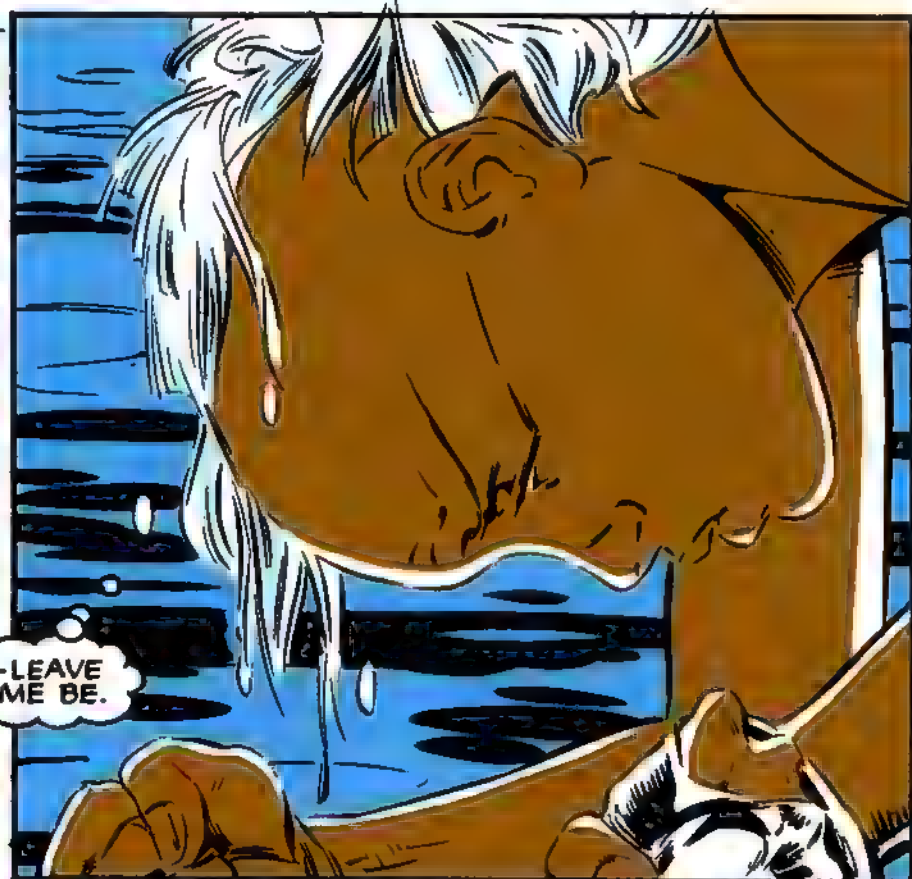
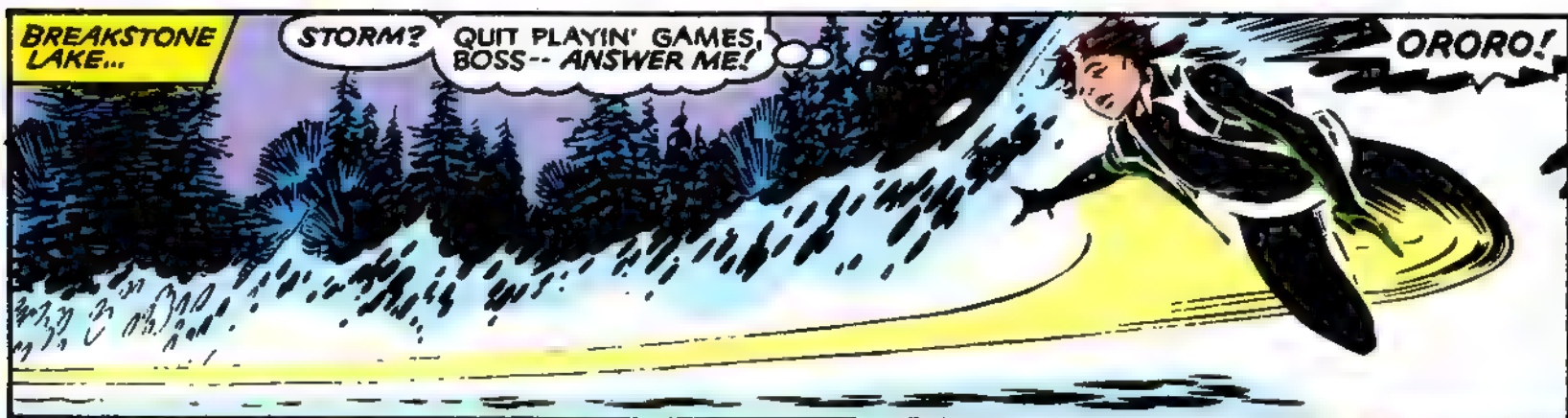
HURT?

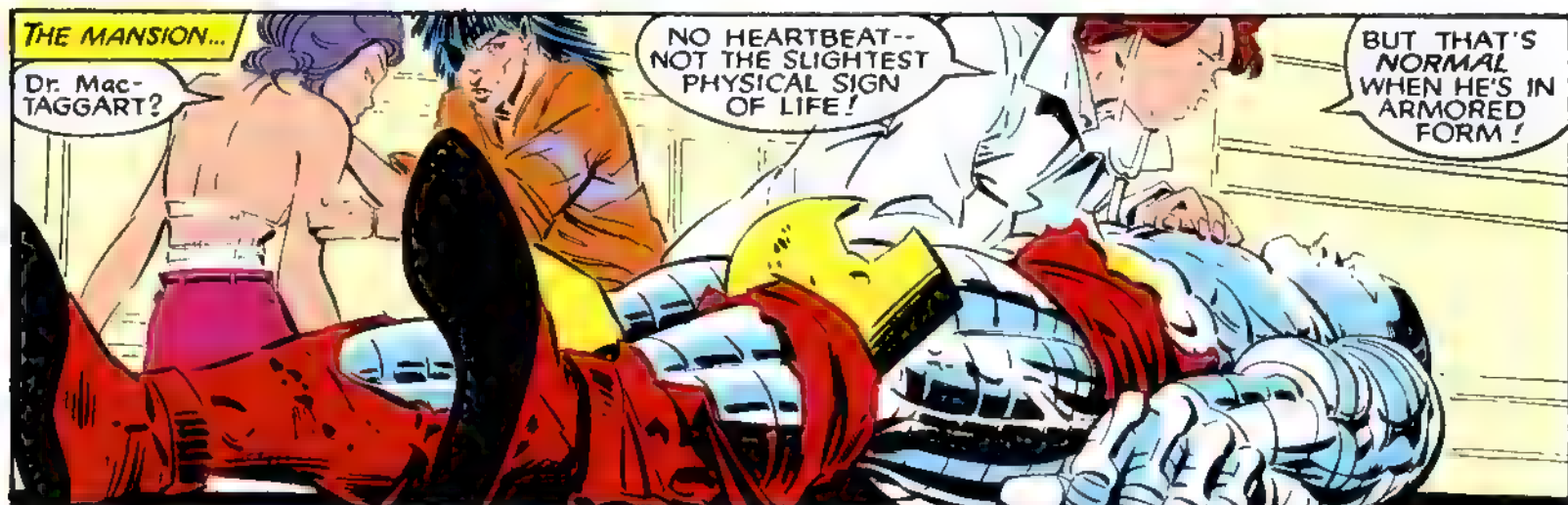
YES!

PROBABLY YOUR RIBS. COUPLE OR THREE. RIGHT SIDE. NOTHING CRUCIAL.

HOW VERY... REASSURING.





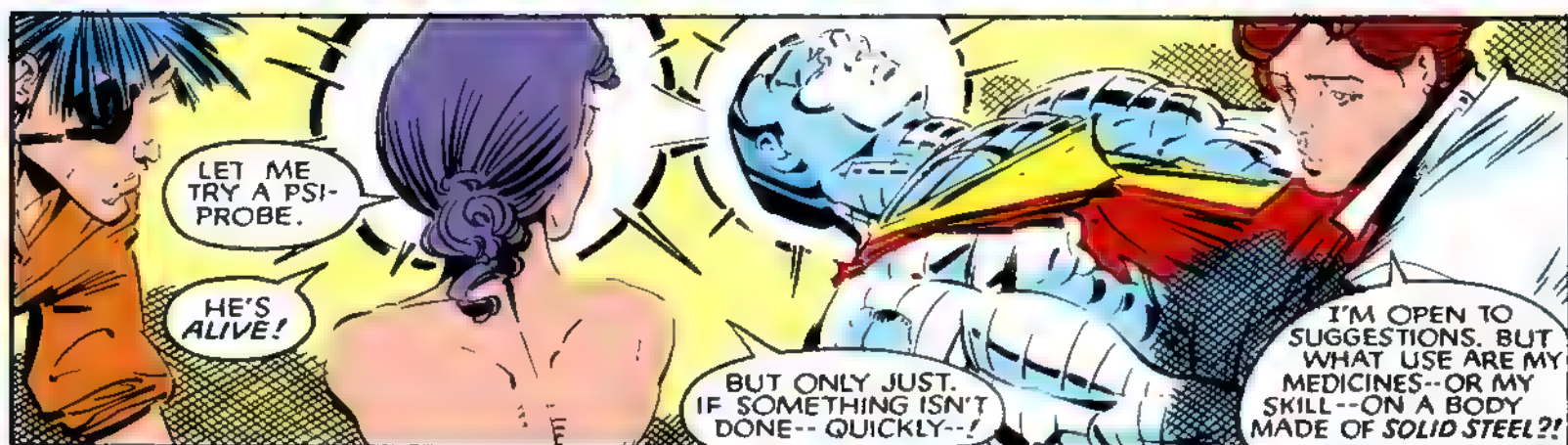


THE MANSION...

Dr. Mac-
TAGGART?

NO HEARTBEAT--
NOT THE SLIGHTEST
PHYSICAL SIGN
OF LIFE!

BUT THAT'S
NORMAL
WHEN HE'S IN
ARMORED
FORM!



LET ME
TRY A PSI-
PROBE.

HE'S
ALIVE!

BUT ONLY JUST.
IF SOMETHING ISN'T
DONE-- QUICKLY--!

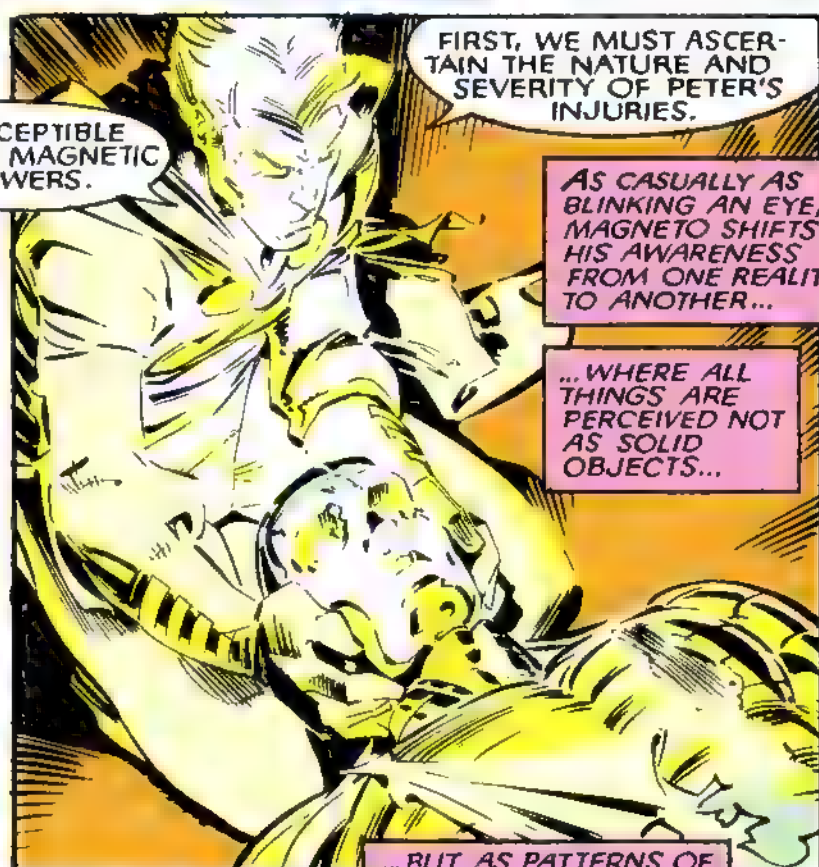
I'M OPEN TO
SUGGESTIONS. BUT
WHAT USE ARE MY
MEDICINES--OR MY
SKILL--ON A BODY
MADE OF SOLID STEEL?!



YOU FORGET,
DOCTOR...

...STEEL-- EVEN COLOSSUS'S UNIQUE
ORGANIC VARIETY--IS A FERROUS
COMPOUND AND, AS SUCH...

...SUSCEPTIBLE
TO MY MAGNETIC
POWERS.

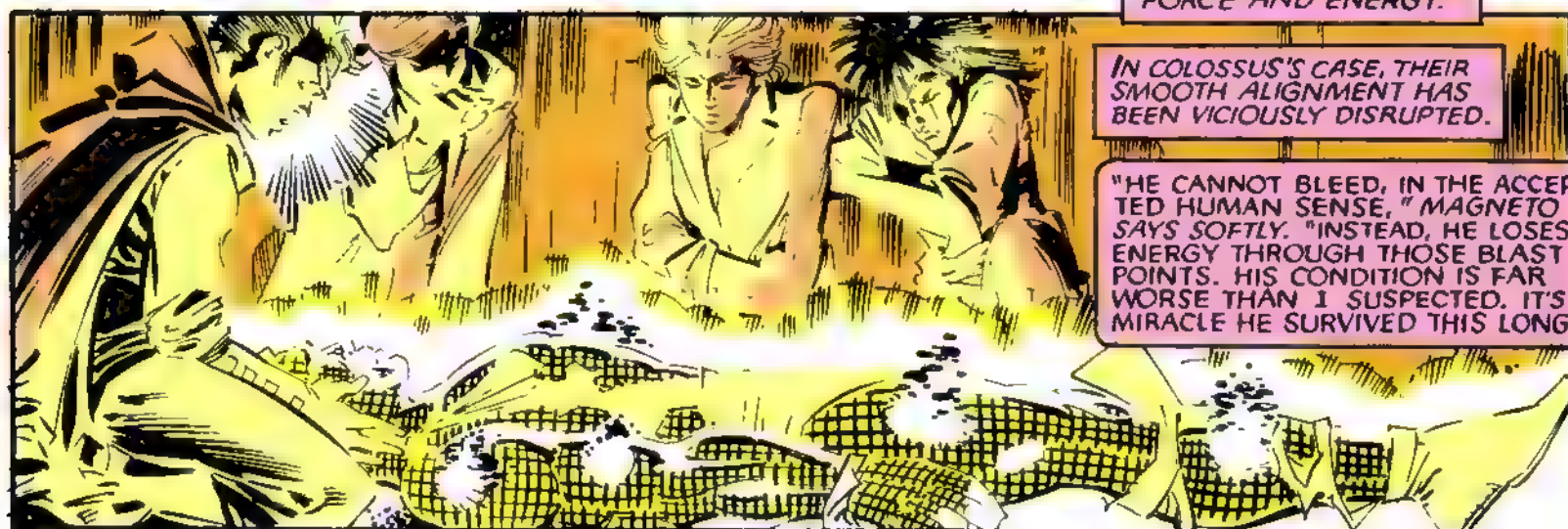


FIRST, WE MUST ASCER-
TAIN THE NATURE AND
SEVERITY OF PETER'S
INJURIES.

AS CASUALLY AS
BLINKING AN EYE,
MAGNETO SHIFTS
HIS AWARENESS
FROM ONE REALITY
TO ANOTHER...

...WHERE ALL
THINGS ARE
PERCEIVED NOT
AS SOLID
OBJECTS...

...BUT AS PATTERNS OF
FORCE AND ENERGY.



IN COLOSSUS'S CASE, THEIR
SMOOTH ALIGNMENT HAS
BEEN VICIOUSLY DISRUPTED.

"HE CANNOT BLEED, IN THE ACCEP-
TED HUMAN SENSE," MAGNETO
SAYS SOFTLY. "INSTEAD, HE LOSES
ENERGY THROUGH THOSE BLAST
POINTS. HIS CONDITION IS FAR
WORSE THAN I SUSPECTED. IT'S A
MIRACLE HE SURVIVED THIS LONG."



CAN YOU HELP?

PERHAPS.

BUT IF ANY OF YOU KNOW ANY PRAYERS...?

HE DRAWS STRENGTH FROM THE EARTH'S MAGNETIC FIELD-- UNTIL HE IS FILLED TO OVERFLOWING, SIMULTANEOUSLY REFINING HIS PERCEPTIONS UNTIL HE CAN MAKE OUT THE SHAPE AND STRUCTURE OF EVERY MOLECULE-- EACH INDIVIDUAL ATOM-- IN COLOSSUS'S BODY.



WHEN HE IS READY, HE RELEASES THE ENERGY PENT-UP WITHIN HIM, LETTING IT FLOW LIKE A GENTLE WAVE THROUGH THE YOUNG RUSSIAN, PAUSING AT EACH LOCUS OF DISRUPTION TO RESTORE THE BROKEN PATTERN, REALIGN THE BIONIC MATRICES-- HIS POWER AS INEXORABLE AS THE OCEAN-- UNTIL ALL THE DAMAGE IS SWEEPED AWAY.

HOW LONG THIS TAKES, HE DOES NOT KNOW.

THE STRAIN IS AWFUL-- BUT HE ENDURES.

HE HAS TAKEN LIFE SO OFTEN-- BROUGHT HARM SO EASILY IT BECAME ALMOST SECOND NATURE.

NOW, HE HAS A CHANCE TO HEAL.



HE WILL DIE HIMSELF BEFORE HE FAILS.

EASY, MAGNETO, REST EASY.

YOU'VE DONE ALL YOU COULD.

BUT... WAS IT ENOUGH...?



SEE FOR YOURSELF.

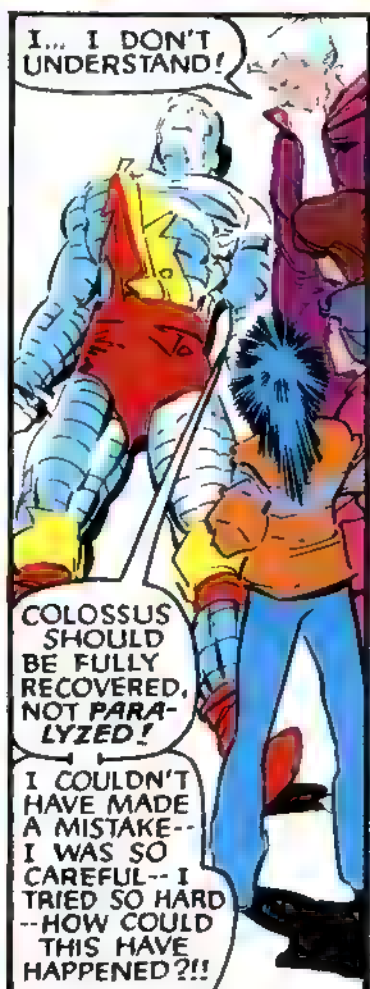


BUT THEN...

DOCTOR...

... HELP ME--

--WHY CAN'T I MOVE?!!



I... I DON'T UNDERSTAND!

COLOSSUS SHOULD BE FULLY RECOVERED, NOT PARALYZED!

I COULDN'T HAVE MADE A MISTAKE-- I WAS SO CAREFUL-- I TRIED SO HARD --HOW COULD THIS HAVE HAPPENED?!!

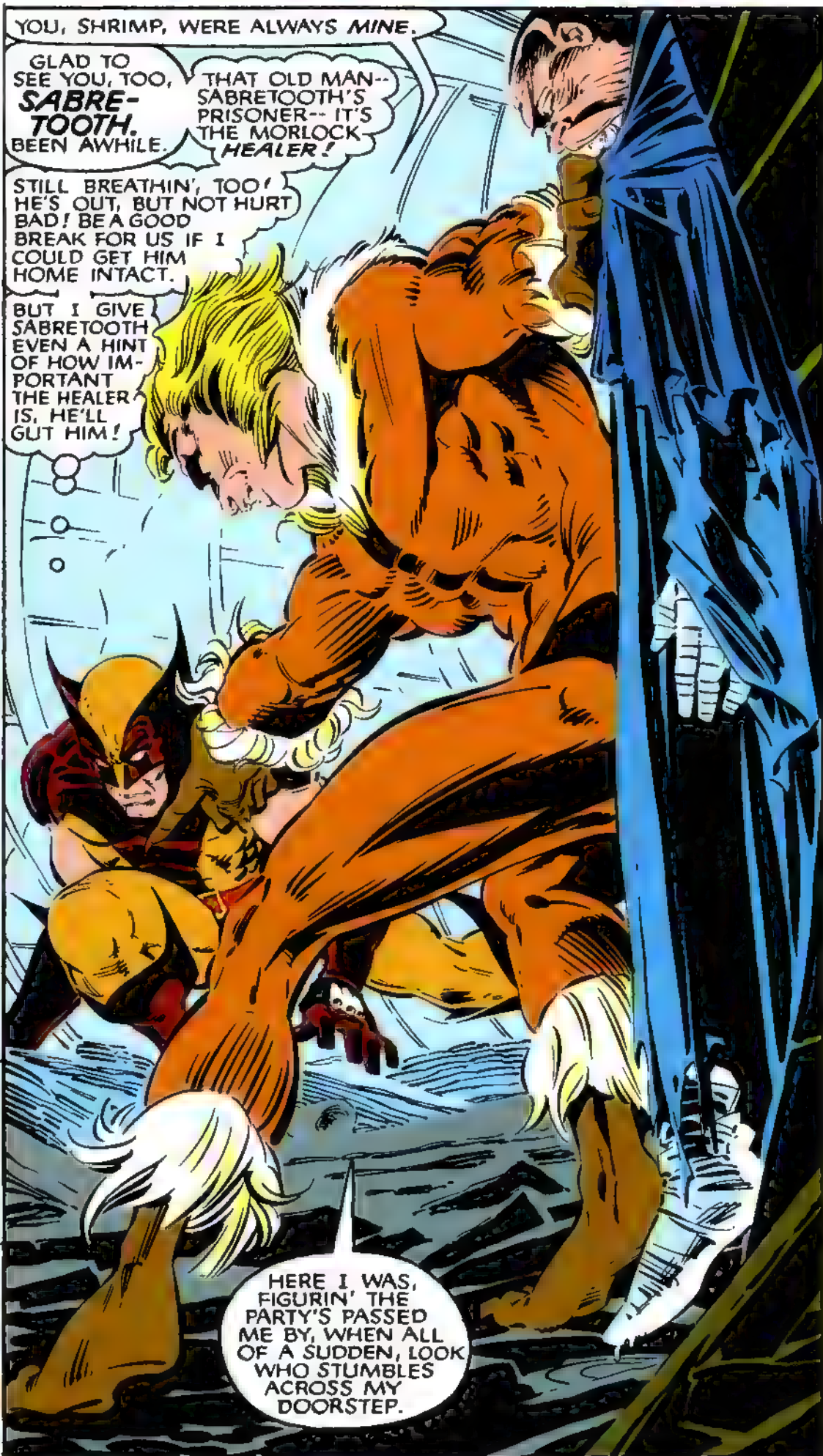
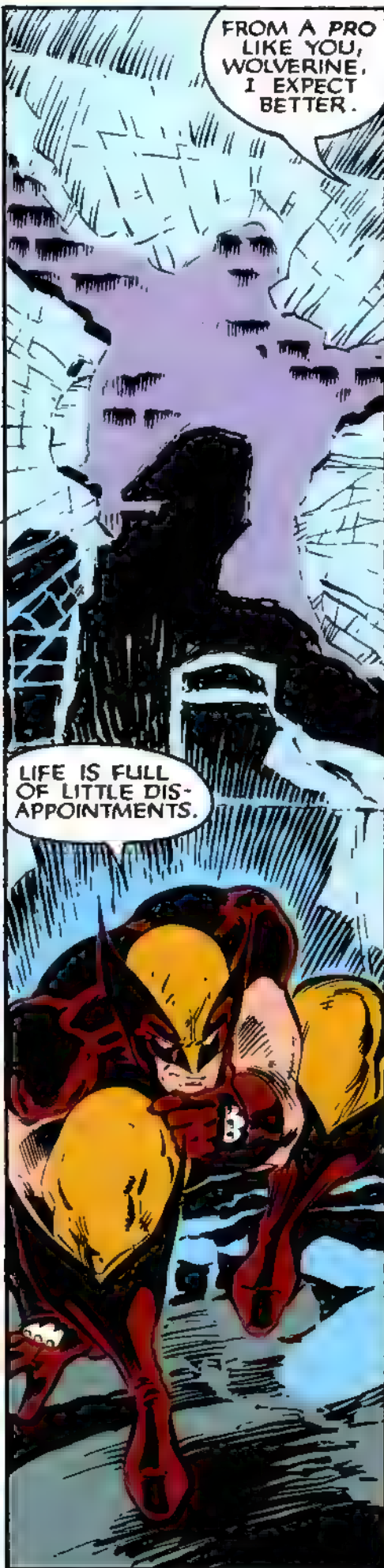
THE MORLOCK TUNNELS...

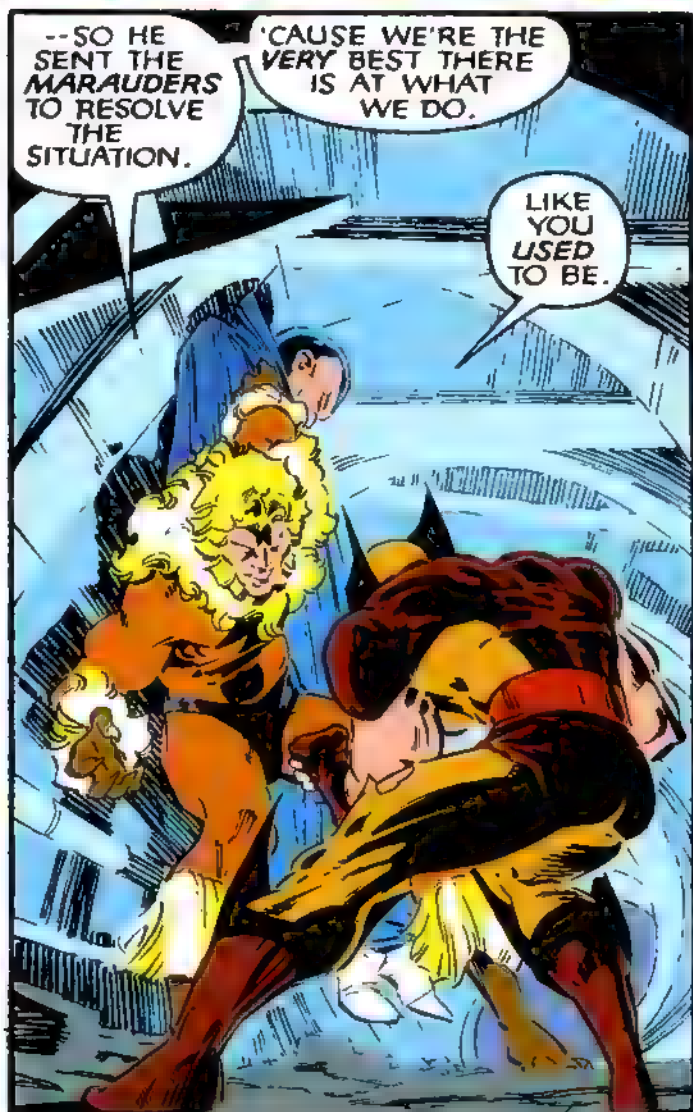
YOU OUGHT'A BE ASHAMED, BUB!

I KNOW THAT VOICE.

FIGURED HE'D BE HERE. MASSACRES ARE HIS STOCK IN TRADE.

I'VE HAD MORE TROUBLE TAKIN' OUT RANK AMATEURS!







BREAKSTONE LAKE...

HEAD BACK TO THE MANSION, ROGUE. I'LL FIND STORM...

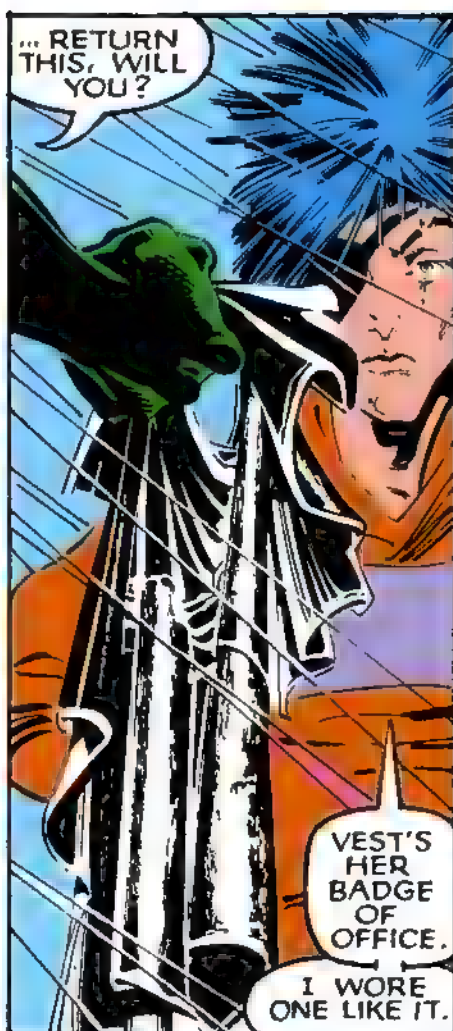
... AN' BRING HER HOME...



...IF THAT'S WHAT SHE REALLY WANTS.

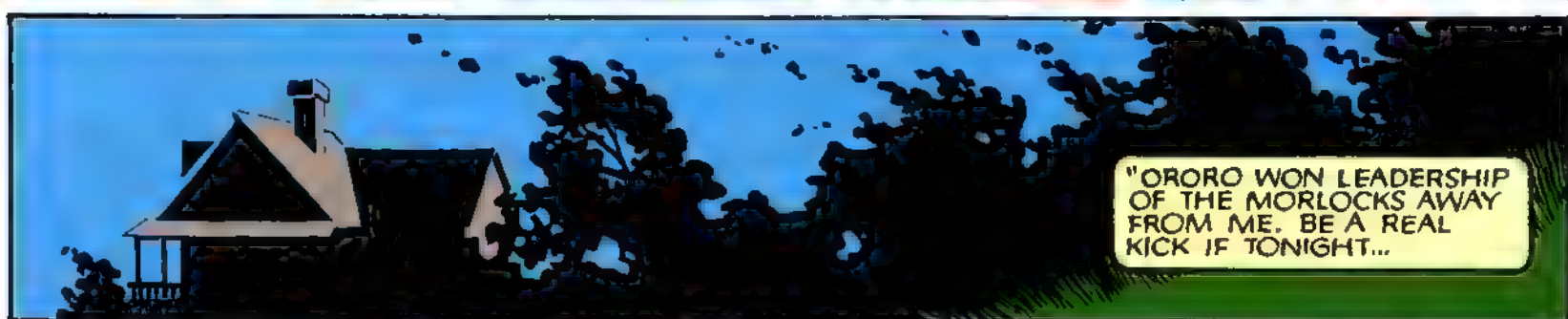


WHEN YOU SEE HER, CAL...



... RETURN THIS, WILL YOU?

VEST'S HER BADGE OF OFFICE. I WORE ONE LIKE IT.



"ORORO WON LEADERSHIP OF THE MORLOCKS AWAY FROM ME. BE A REAL KICK IF TONIGHT...

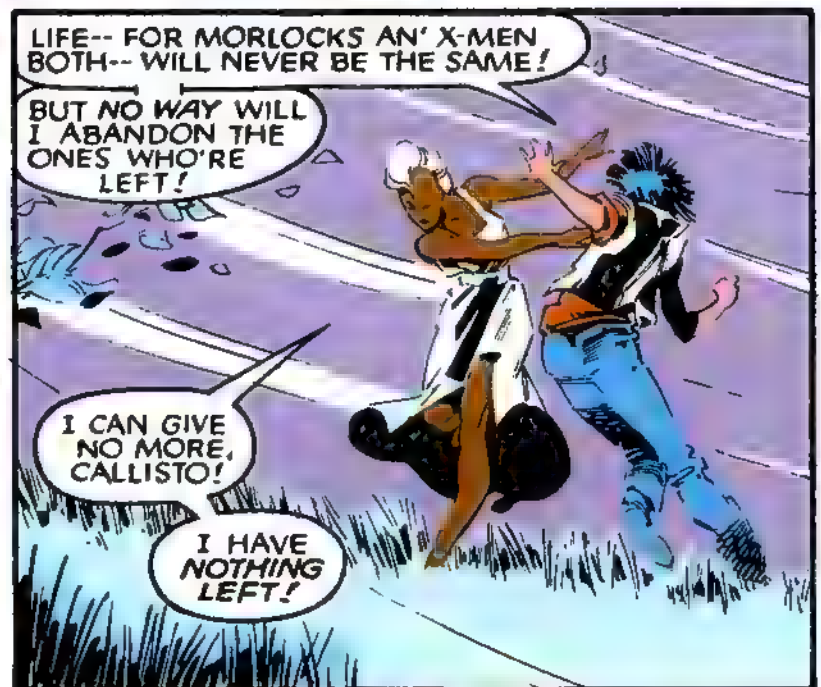


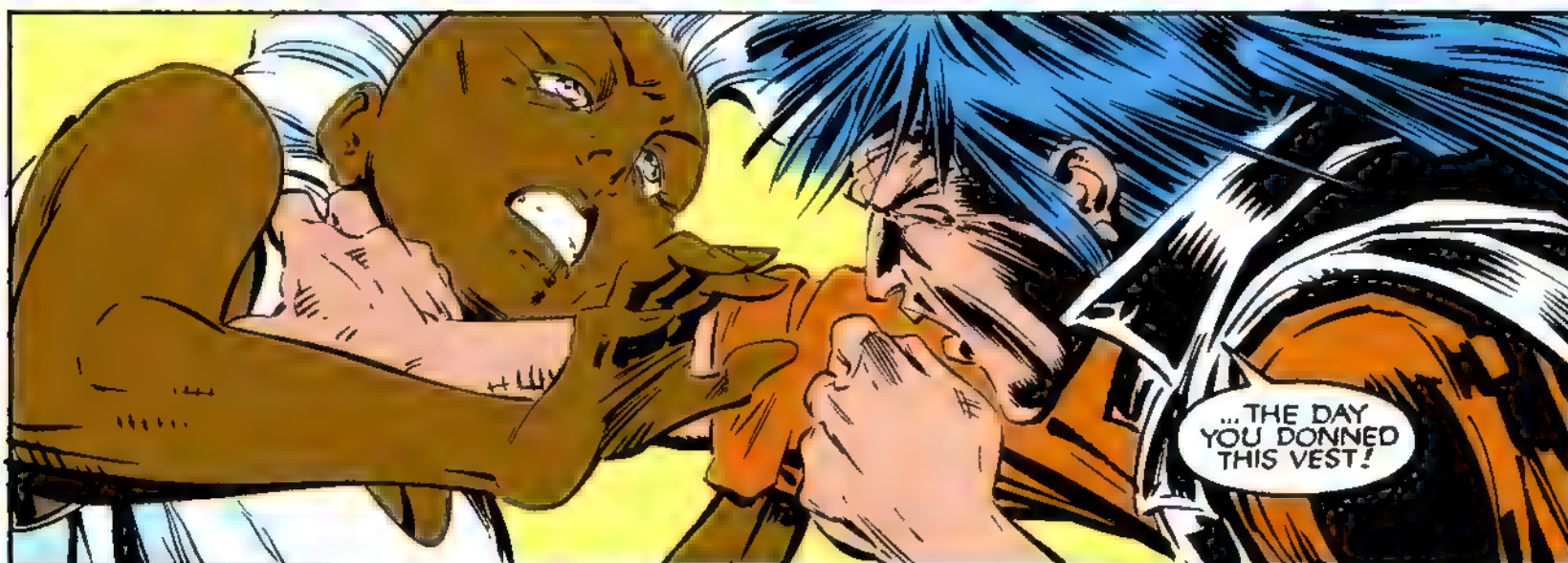
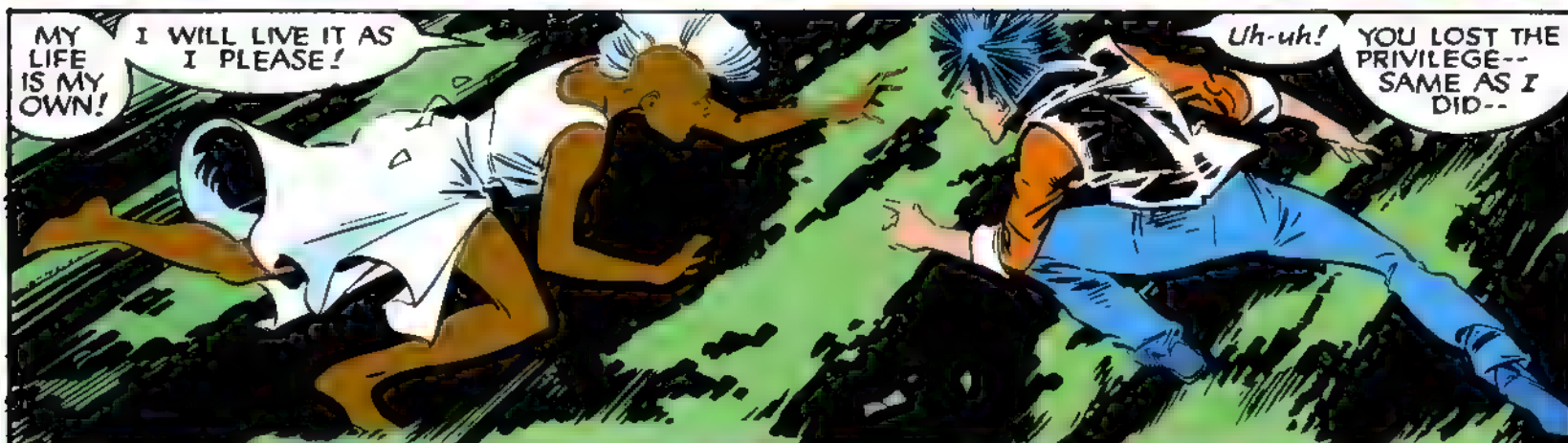
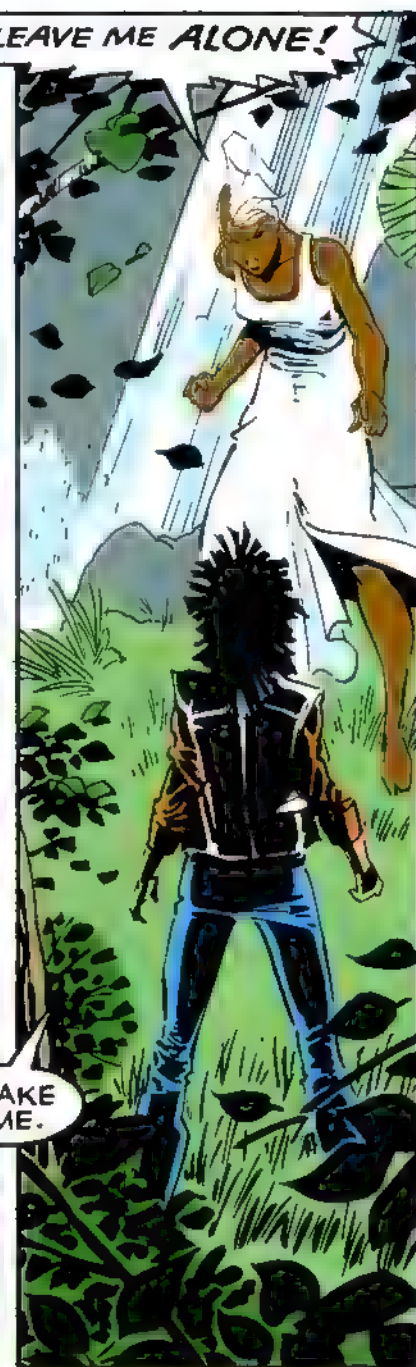
"... I TOOK THE X-MEN AWAY FROM HER."

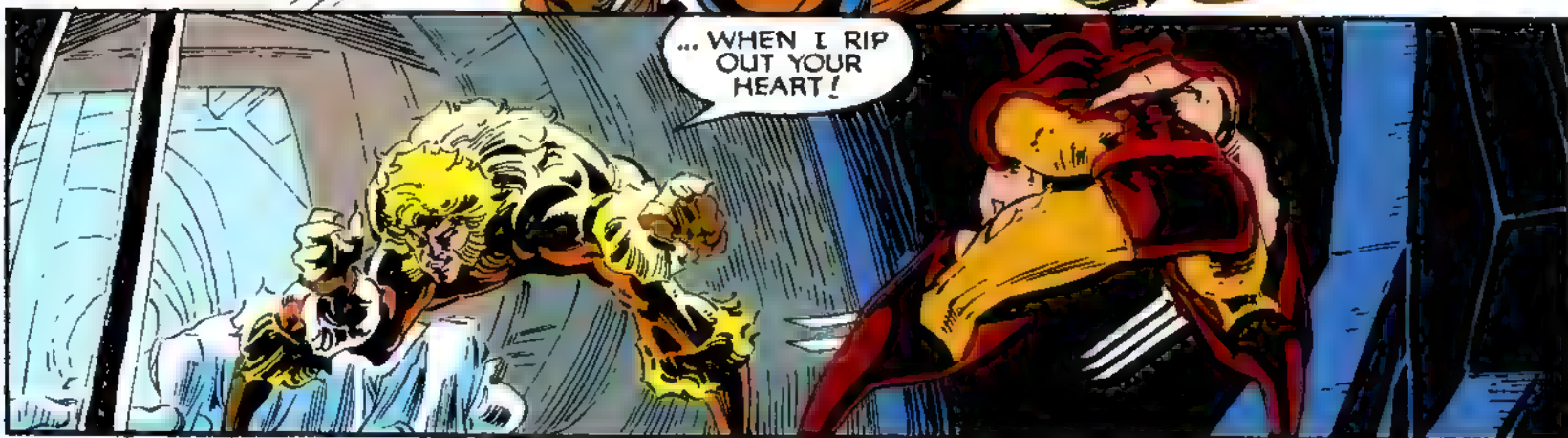
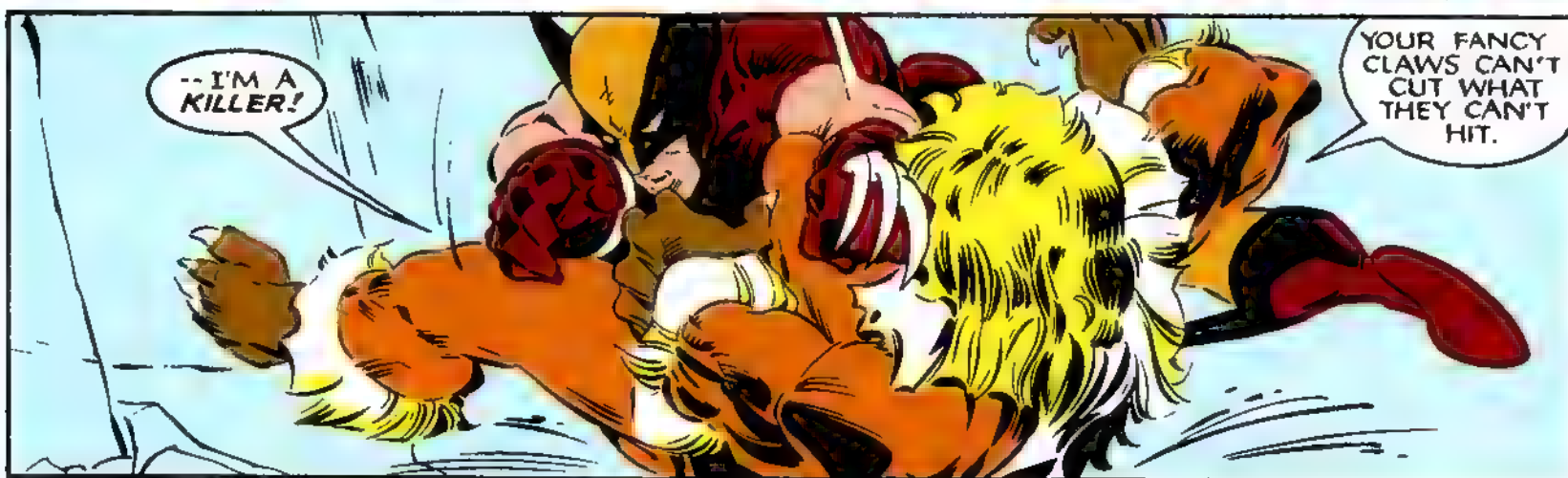


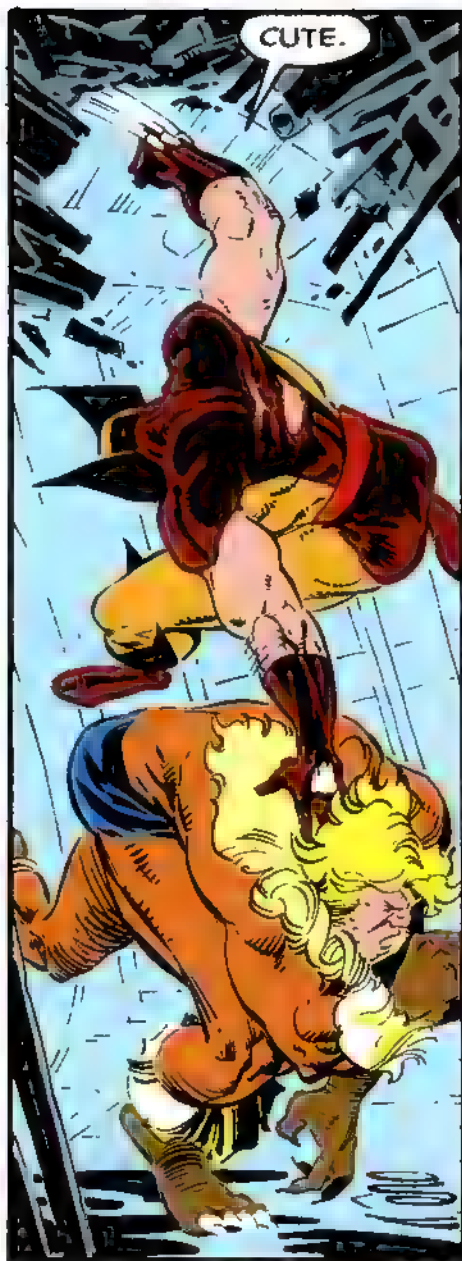
VERY PRETTY.

BUT NOT YOUR STYLE.

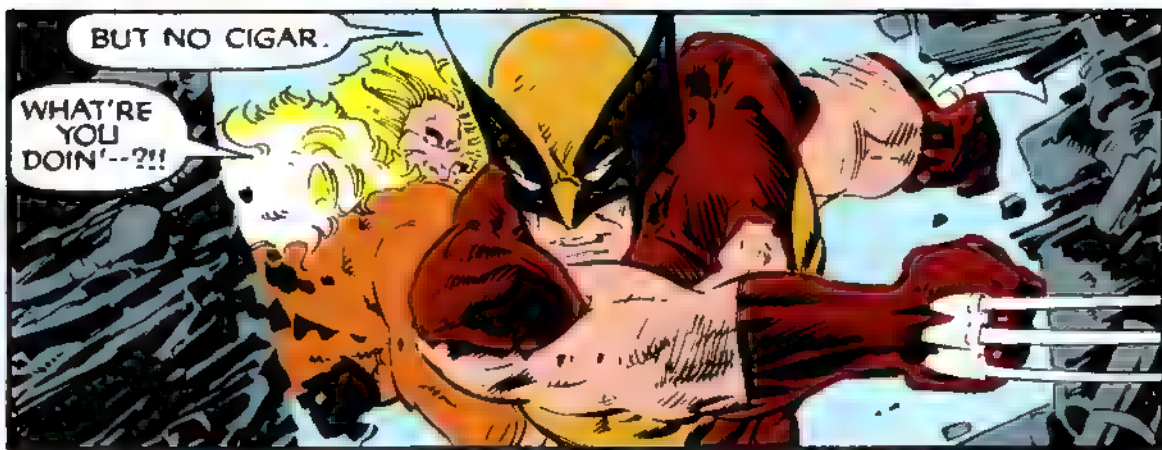








CUTE.



BUT NO CIGAR.

WHAT'RE YOU DOIN'---?!!



BRINGIN' DOWN THE HOUSE.



TUNNEL WAS WEAK. FIGURED IT WOULDN'T TAKE MUCH TO COLLAPSE IT.

WE AIN'T FINISHED, BOY, YOU AN' ME!



NOT BY A LONG SHOT!



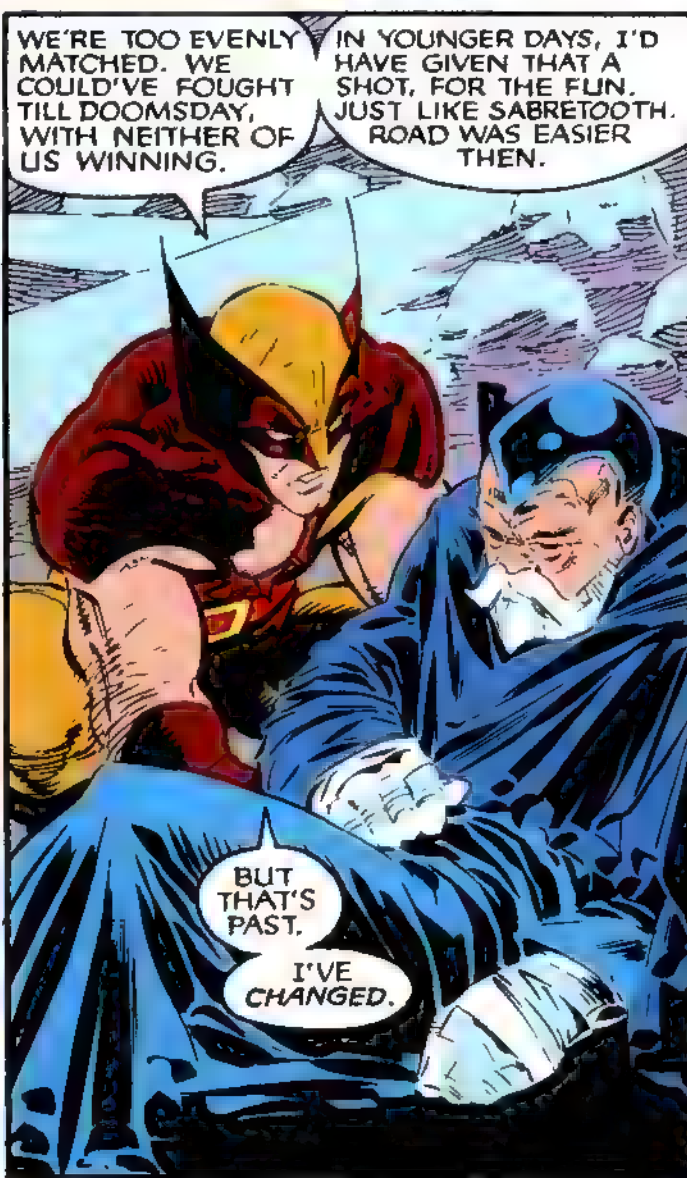
MAYBE NOT. BUT THIS FIGHT IS.



BY THE TIME YOU DIG THROUGH, OR FIND A WAY AROUND, WE'LL BE LONG GONE AN' SAFE.

YOU WERE RIGHT, SABRETOOTH. YOU'RE THE KILLER.

I'M A MAN--WHO SOMETIMES KILLS.



WE'RE TOO EVENLY MATCHED. WE COULD'VE FOUGHT TILL DOOMSDAY, WITH NEITHER OF US WINNING.

IN YOUNGER DAYS, I'D HAVE GIVEN THAT A SHOT, FOR THE FUN. JUST LIKE SABRETOOTH. ROAD WAS EASIER THEN.

BUT THAT'S PAST. I'VE CHANGED.

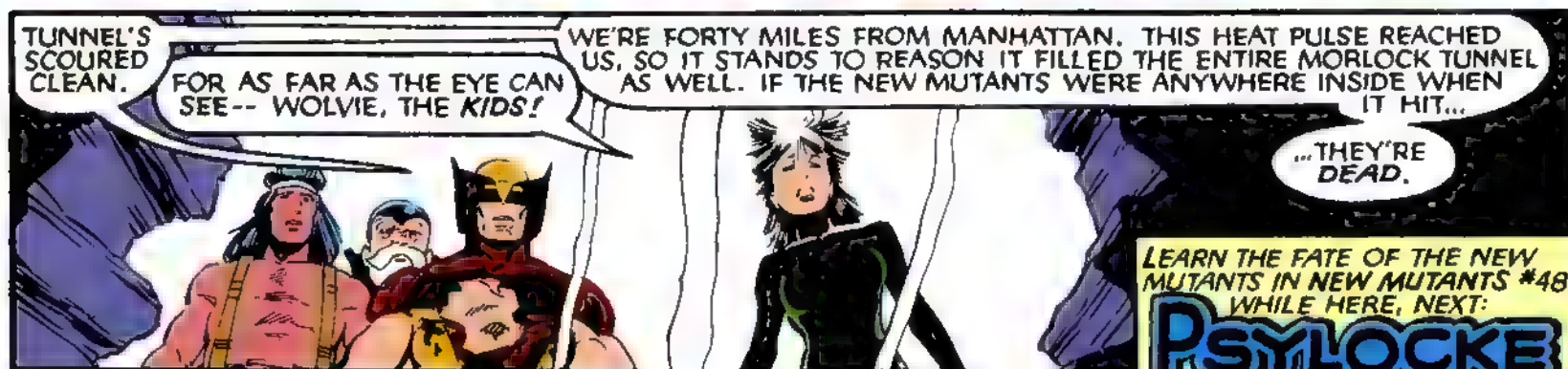


I'VE LEARNED ABOUT HONOR.

A HARD ROAD, MORE OFTEN THAN NOT.

BUT WORTH THE EFFORT.





MARVEL®
25TH
ANNIVERSARY

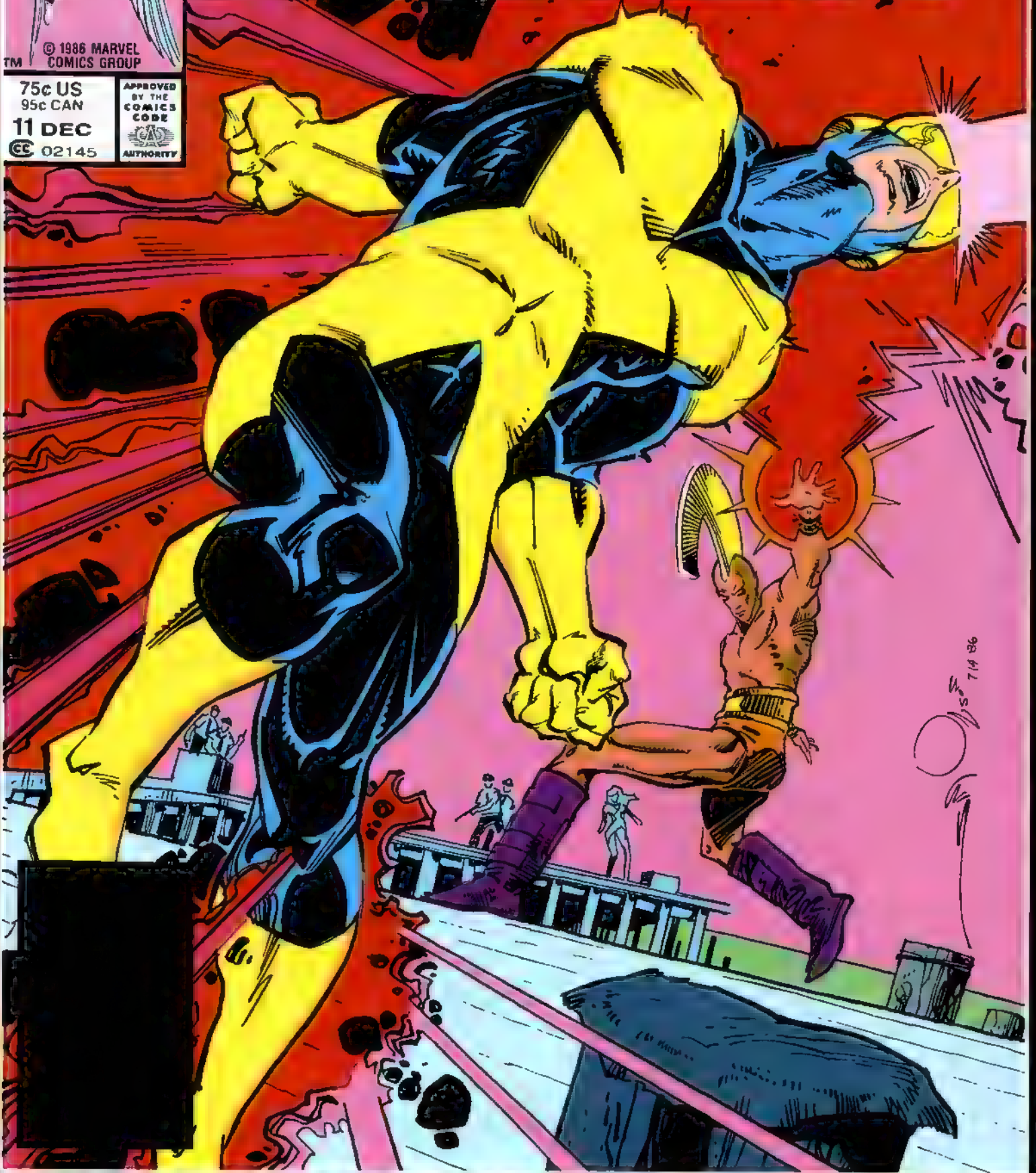


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X FACTOR™



7/14/86

FOR YEARS, THE ALLEY HAS SHELTERED THE MORLOCKS, SOCIETY'S OUTCASTS BORN WITH AN X-FACTOR IN THEIR GENETIC STRUCTURE THAT GIVES THEM MORE-THAN-HUMAN ABILITIES!

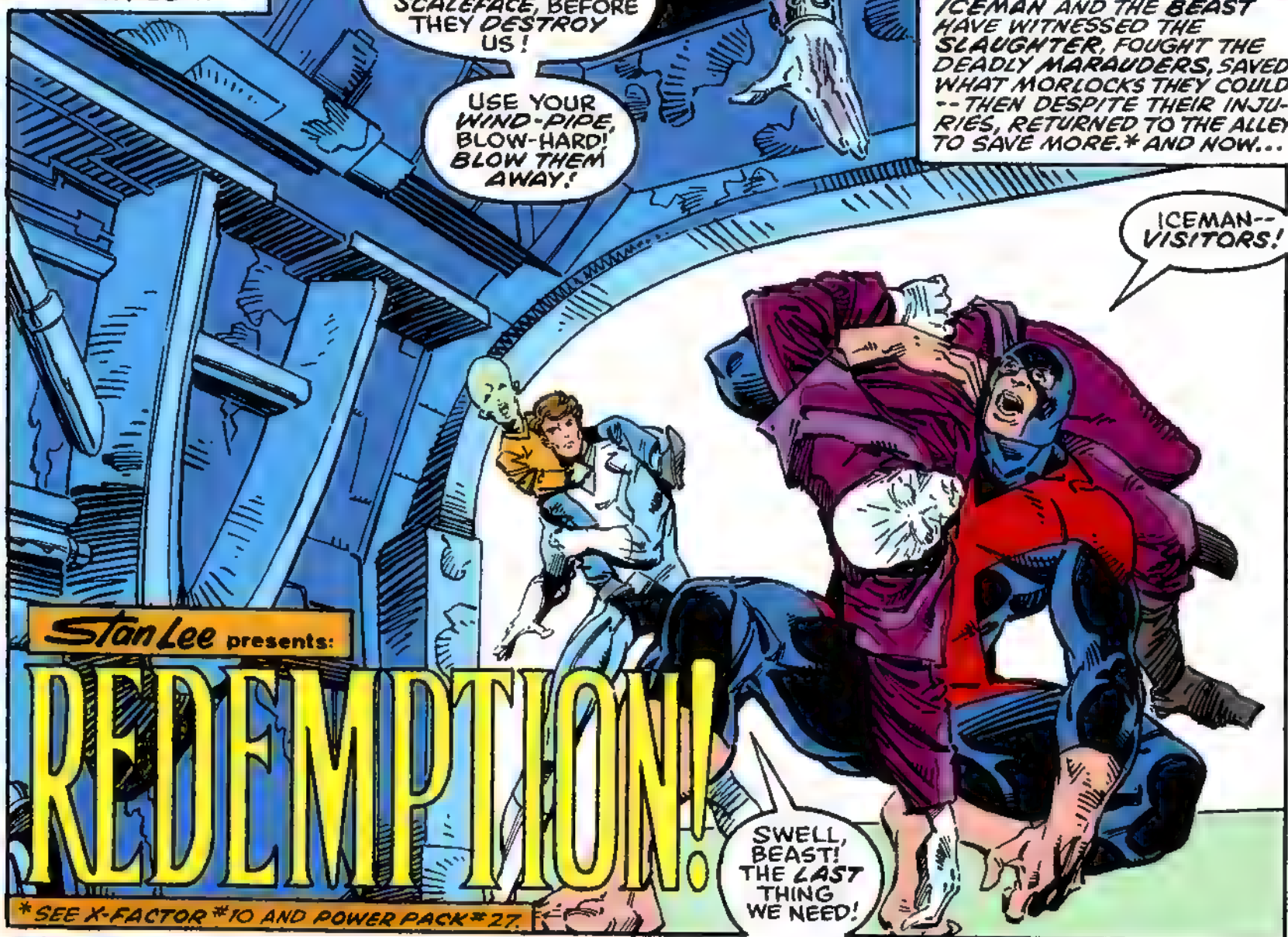


NOW STRANGERS HAVE INVADDED THE ALLEY--SLAUGHTERING ALL WHO LIVE--AND IT NO LONGER SEEMS POSSIBLE TO TELL FRIEND FROM FOE...

THERE THEY ARE, MORE OF 'EM! CRUSH THEM, SCALEFACE, BEFORE THEY DESTROY US!

USE YOUR WIND-PIPE, BLOW-HARD! BLOW THEM AWAY!

ICEMAN AND THE BEAST HAVE WITNESSED THE SLAUGHTER, FOUGHT THE DEADLY MARAUDERS, SAVED WHAT MORLOCKS THEY COULD -- THEN DESPITE THEIR INJURIES, RETURNED TO THE ALLEY TO SAVE MORE.* AND NOW...



ICEMAN--VISITORS!

SWELL, BEAST! THE LAST THING WE NEED!

Stan Lee presents:

REDEMPTION!

*SEE X-FACTOR #10 AND POWER PACK #27.

LOUISE
SIMONSON
WRITER

WALT
SIMONSON
PENCILER

BOB
WIACEK
INKS

JOE
ROSEN
LETTERER

PETRA
SCOTSE
COLORIST

BOB
HARRAS
EDITOR

JIM
SHOOTER
ED. IN CHIEF



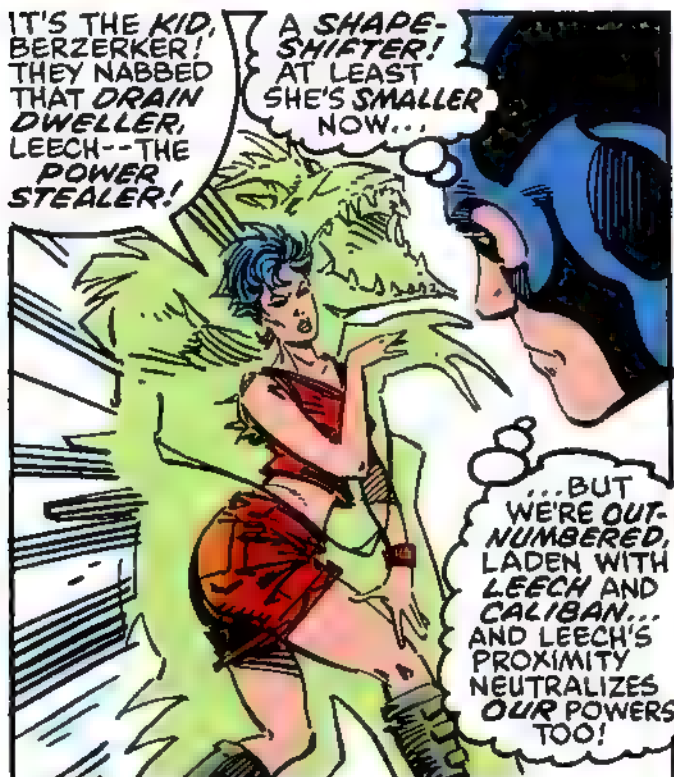
YELL!

LEECH--HOLD ON, KID!

I'LL ICE YOU, LATER, HOTSHOT... BUT FOR NOW--!

THOK!

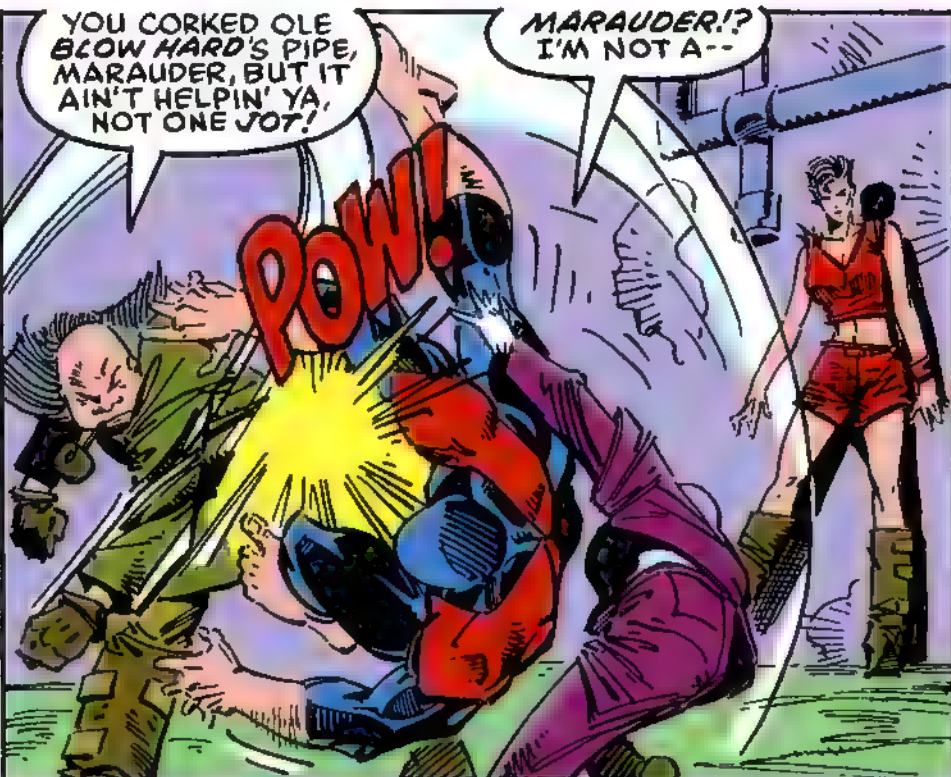
MY POWER-- IT QUIT!



IT'S THE KID, BERZERKER! THEY NABBED THAT DRAIN DWELLER, LEECH--THE POWER STEALER!

A SHAPE-SHIFTER! AT LEAST SHE'S SMALLER NOW...

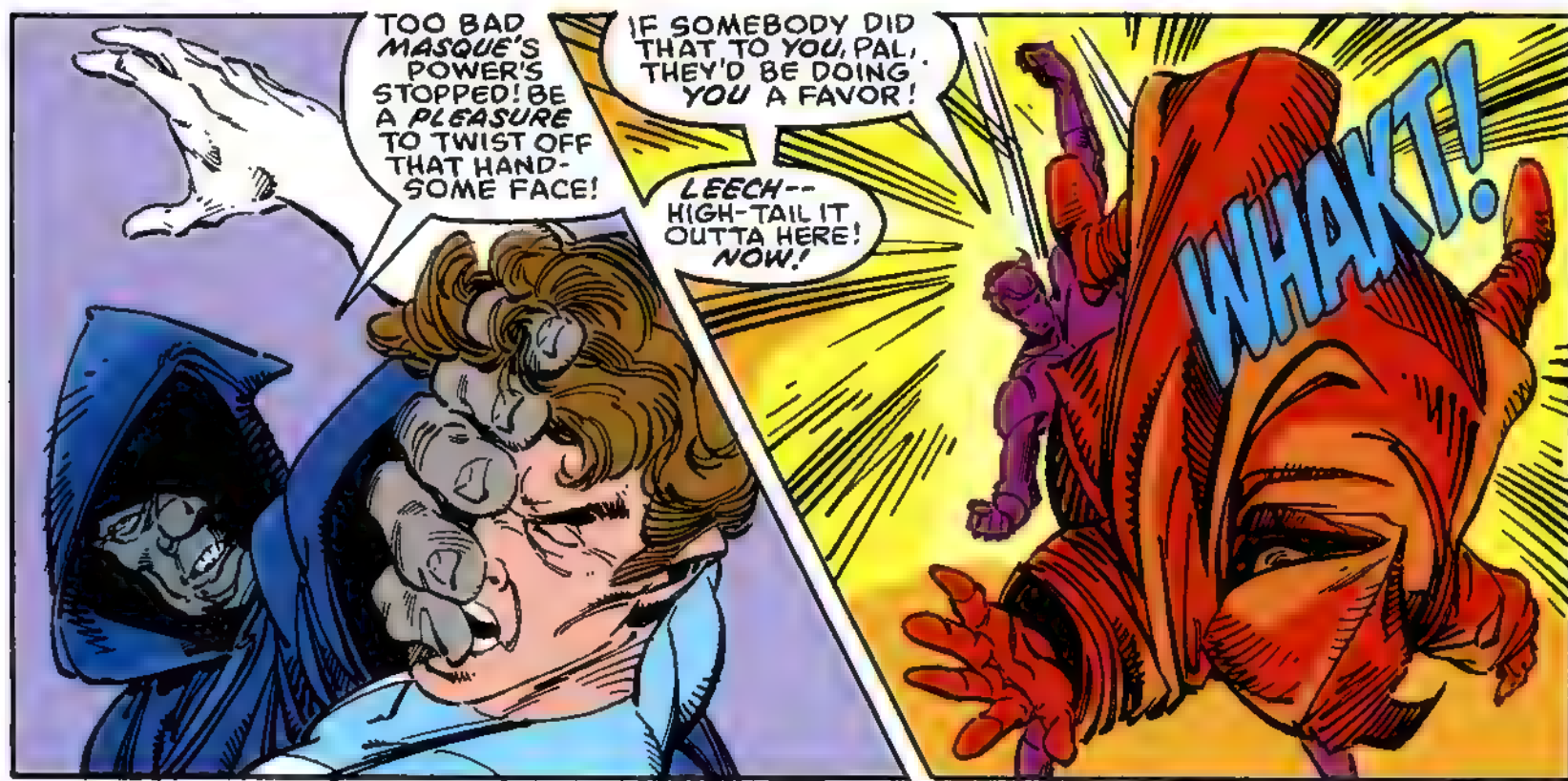
...BUT WE'RE OUT-NUMBERED, LADEN WITH LEECH AND CALIBAN... AND LEECH'S PROXIMITY NEUTRALIZES OUR POWERS, TOO!



YOU CORKED OLE BLOW HARD'S PIPE, MARAUDER, BUT IT AIN'T HELPIN' YA, NOT ONE JOT!

MARAUDER!? I'M NOT A--

POW!

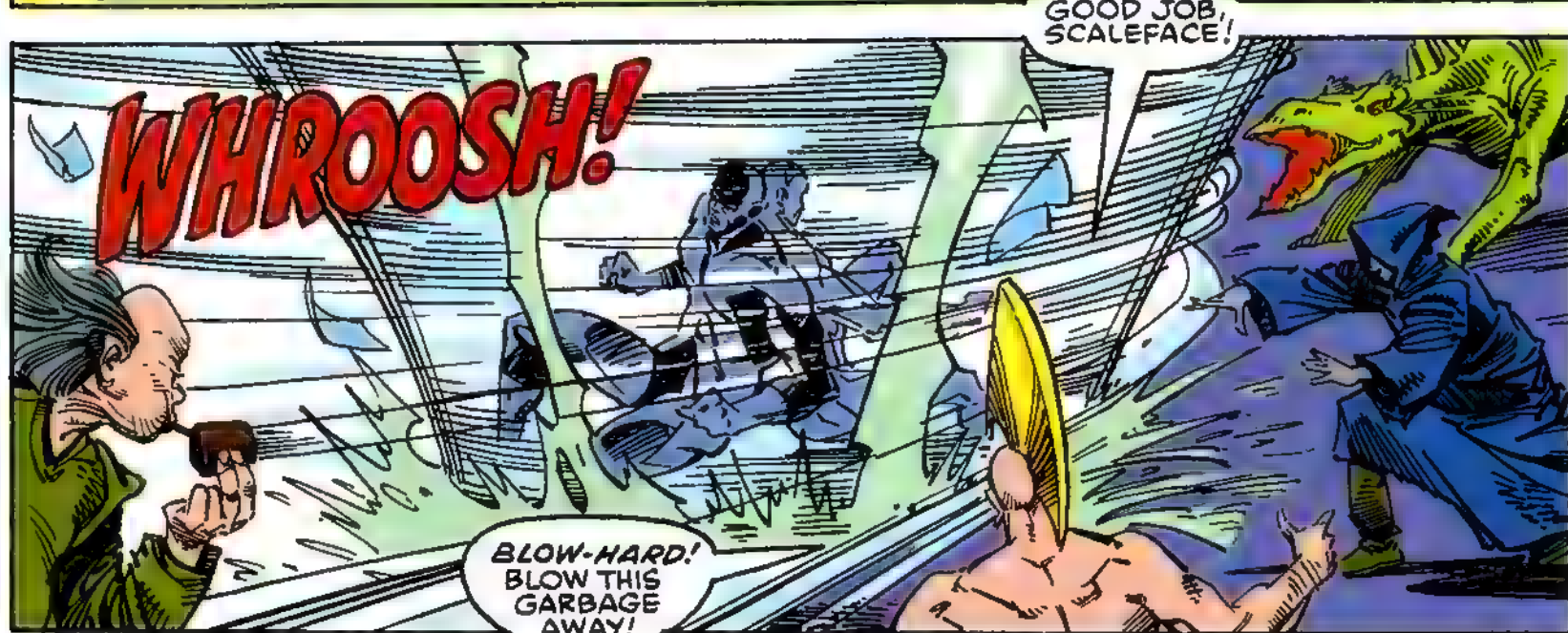
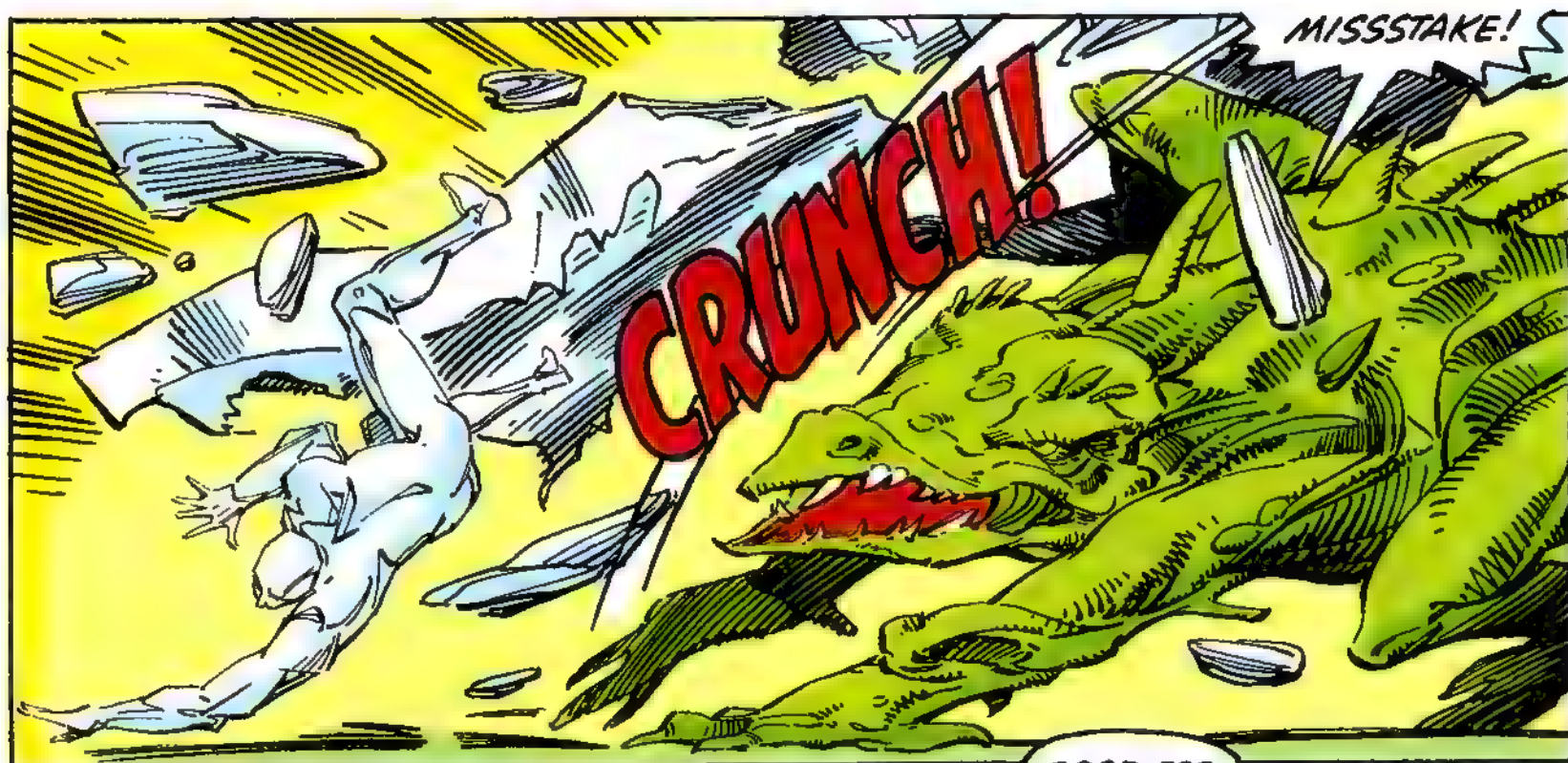
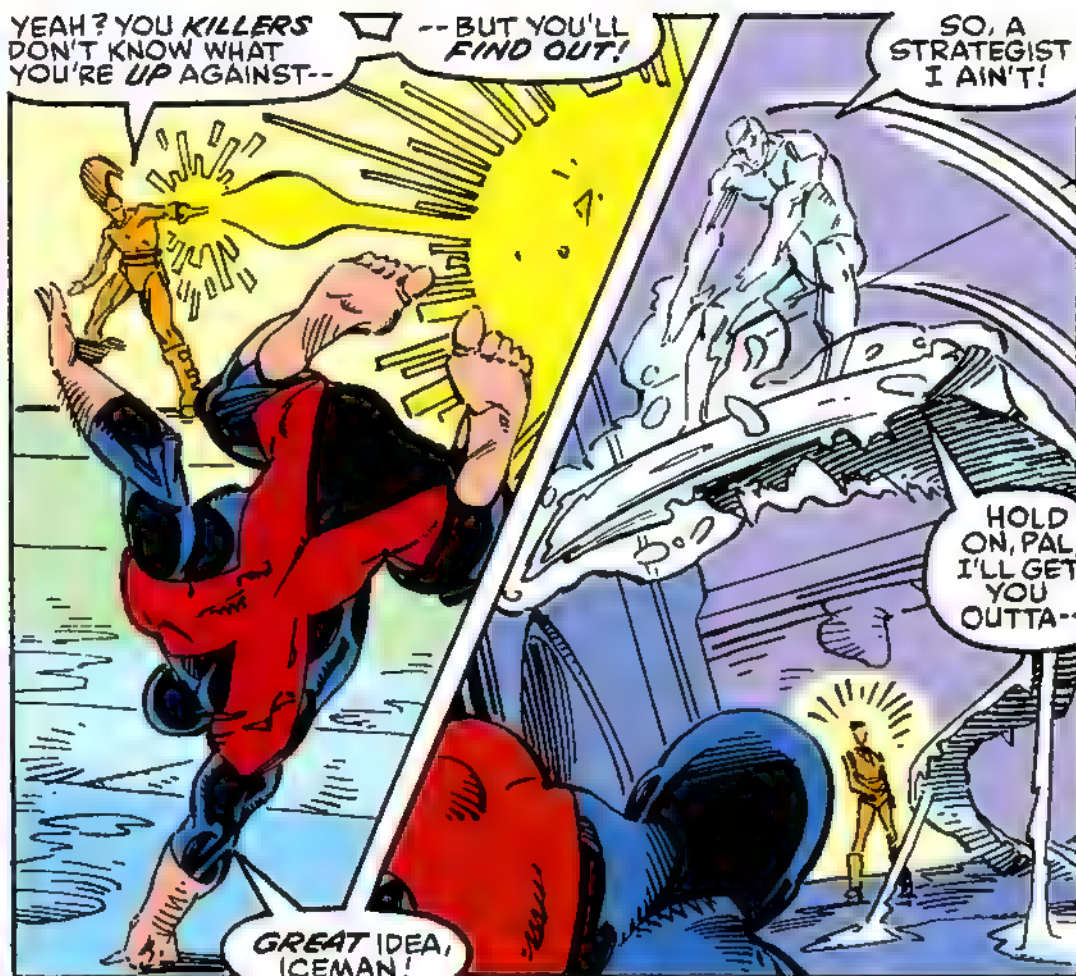


TOO BAD MASQUE'S POWER'S STOPPED! BE A PLEASURE TO TWIST OFF THAT HAND-SOME FACE!

IF SOMEBODY DID THAT TO YOU, PAL, THEY'D BE DOING YOU A FAVOR!

LEECH--HIGH-TAIL IT OUTTA HERE! NOW!

WHAKT!



WHILE NEARBY...

I CAN'T WRENCH IT FROM MY MIND, SCOTT! I'LL BE WALKING ALONG... THINKING... ABOUT NOTHING...

...AND THEN I'M BACK... IN THE MIST OF BATTLE... AND THE MARAUDERS ARE KILLING EVERY LIVING MUTANT THEY CAN FIND!

WE SAVED SOME OF THEM, JEAN.

IT'S WHAT WE'RE HERE FOR... WHETHER WE'RE POSING AS HUMAN MUTANT-HUNTERS --X-FACTOR-- OR AS FREEDOM FIGHTING X-TERMINATORS...

...IT'S WHAT WE'VE DEDICATED OUR LIVES TO... WHAT, IN THE END, WILL REDEEM US... DESPITE OUR FAULTS!

"AND WE WEREN'T ALONE! THOSE CHILDREN--POWER PACK--RESCUED LEECH AND CALIBAN AND LEFT THEM IN OUR CARE..."

...AND WE SENT BEAST AND ICEMAN BACK TO OUR COMPLEX WITH THEM ALONE!

*SEE POWER PACK #28. BOB

HOW'S ANGEL?

UN-CONSCIOUS, BURNING UP WITH FEVER... LUCKY TO BE ALIVE... AFTER WHAT THEY DID TO HIM!

WHAT IS IT, ARTIE? WHAT ARE YOU PROJECTING?

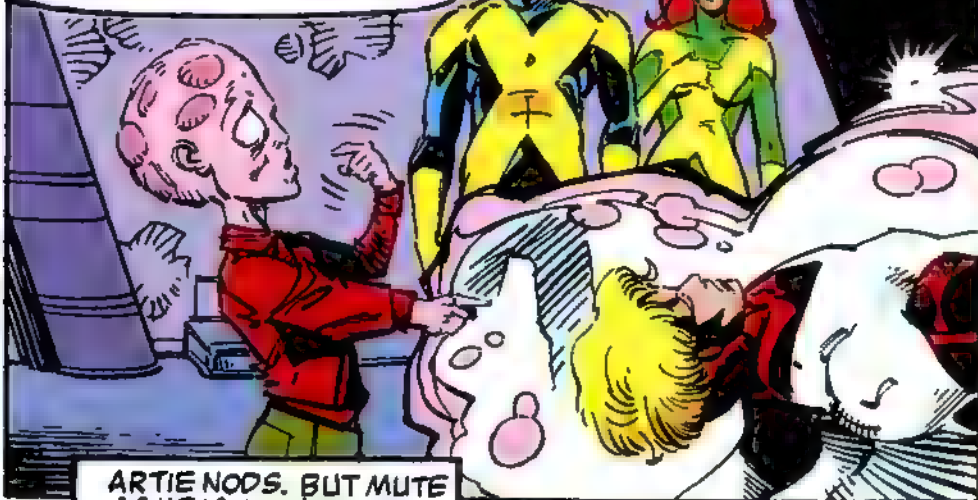
YES, THE MARAUDERS ATTACKED YOU AND ANGEL...

"-- AND NEARLY TORE OFF HIS WINGS..."

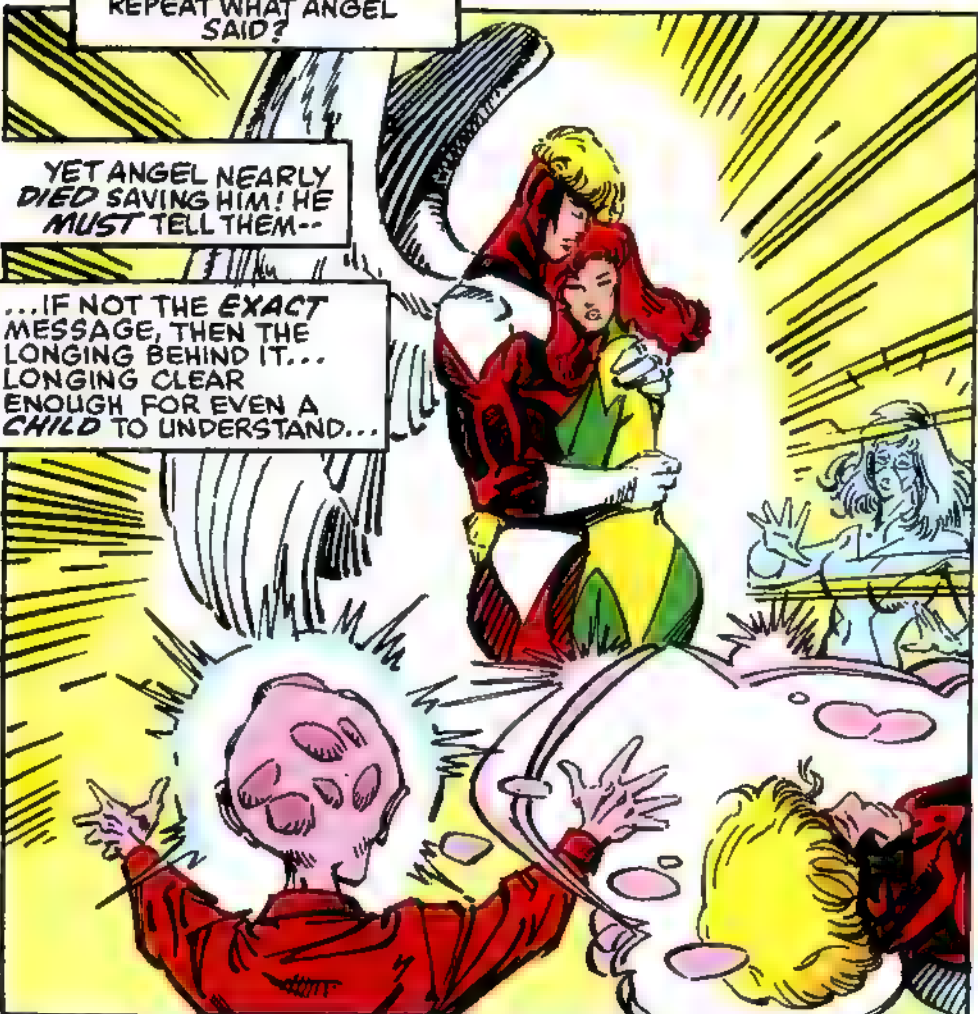
"THEN THOR CAME... SAVED ANGEL'S LIFE... FOUND YOU AND GAVE YOU BOTH TO SCOTT--CYCLOPS--AND ME!*"

*FOR THE WHOLE STORY, SEE THOR #374! BOB.

WHAT IS IT, ARTIE? DID ANGEL WANT YOU TO TELL JEAN SOMETHING? SOMETHING IMPORTANT?

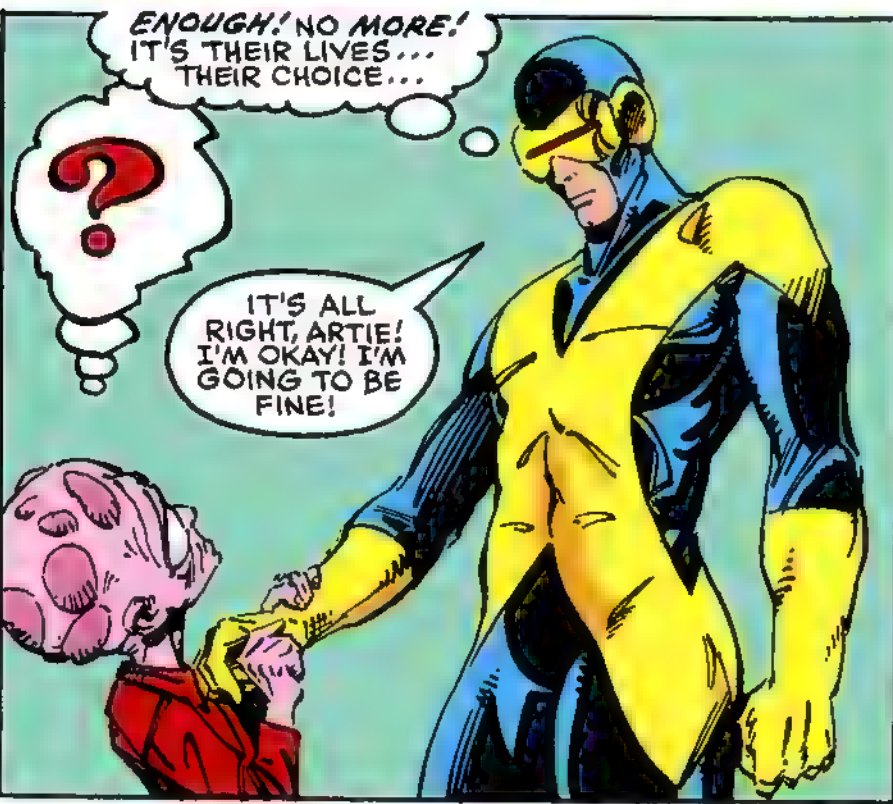


ARTIE NODS. BUT MUTE AS HE IS, HOW CAN HE REPEAT WHAT ANGEL SAID?



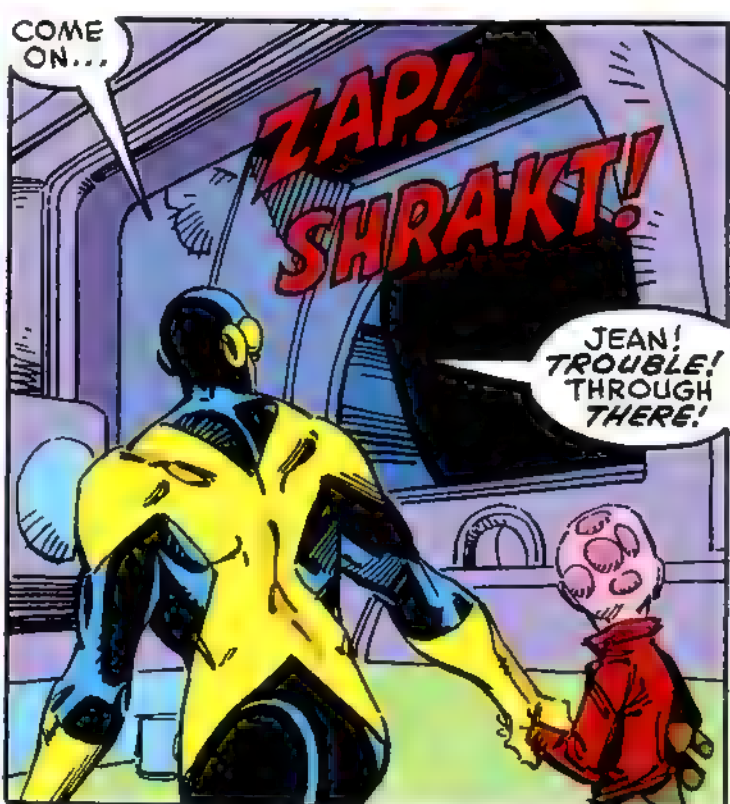
YET ANGEL NEARLY DIED SAVING HIM! HE MUST TELL THEM--

...IF NOT THE EXACT MESSAGE, THEN THE LONGING BEHIND IT... LONGING CLEAR ENOUGH FOR EVEN A CHILD TO UNDERSTAND...



ENOUGH! NO MORE! IT'S THEIR LIVES... THEIR CHOICE...

IT'S ALL RIGHT, ARTIE! I'M OKAY! I'M GOING TO BE FINE!



COME ON...

ZAP!
SHRAKT!

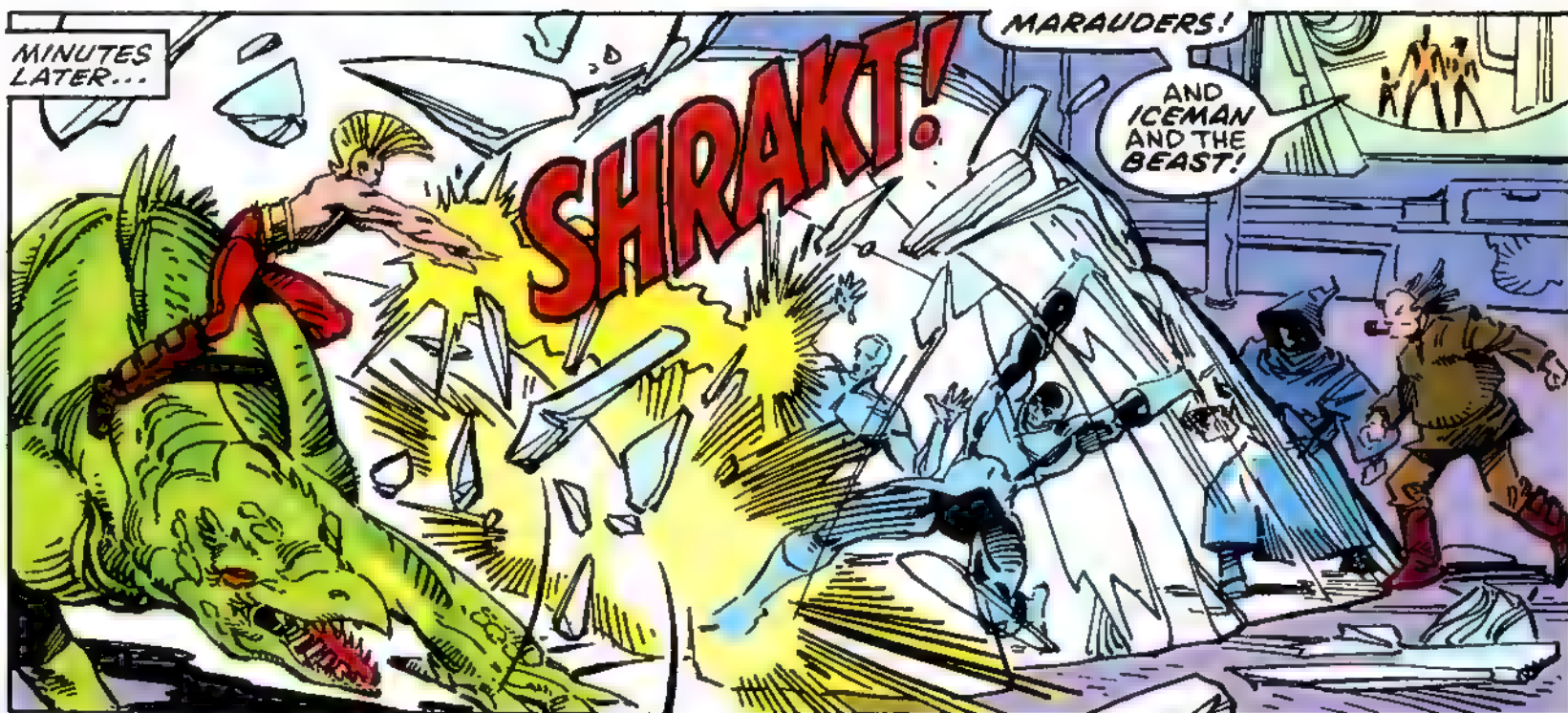
JEAN! TROUBLE! THROUGH THERE!

I *KNEW* THIS WOULD HAPPEN! JEAN KNOWS I'M MARRIED AND SHE'S TURNED FROM ME...

ONLY...HE'S NOT FLYING SO HIGH ANY MORE, IS HE... SO BADLY HURT... HURT THROUGH MY FAULT...MY FAULT HE WAS DRIVEN HERE...

...TURNED TO WARREN... THE HIGH-FLYING ANGEL--AND WARREN LOVES HER... WANTS HER... HOW COULD HE *NOT* WANT HER?

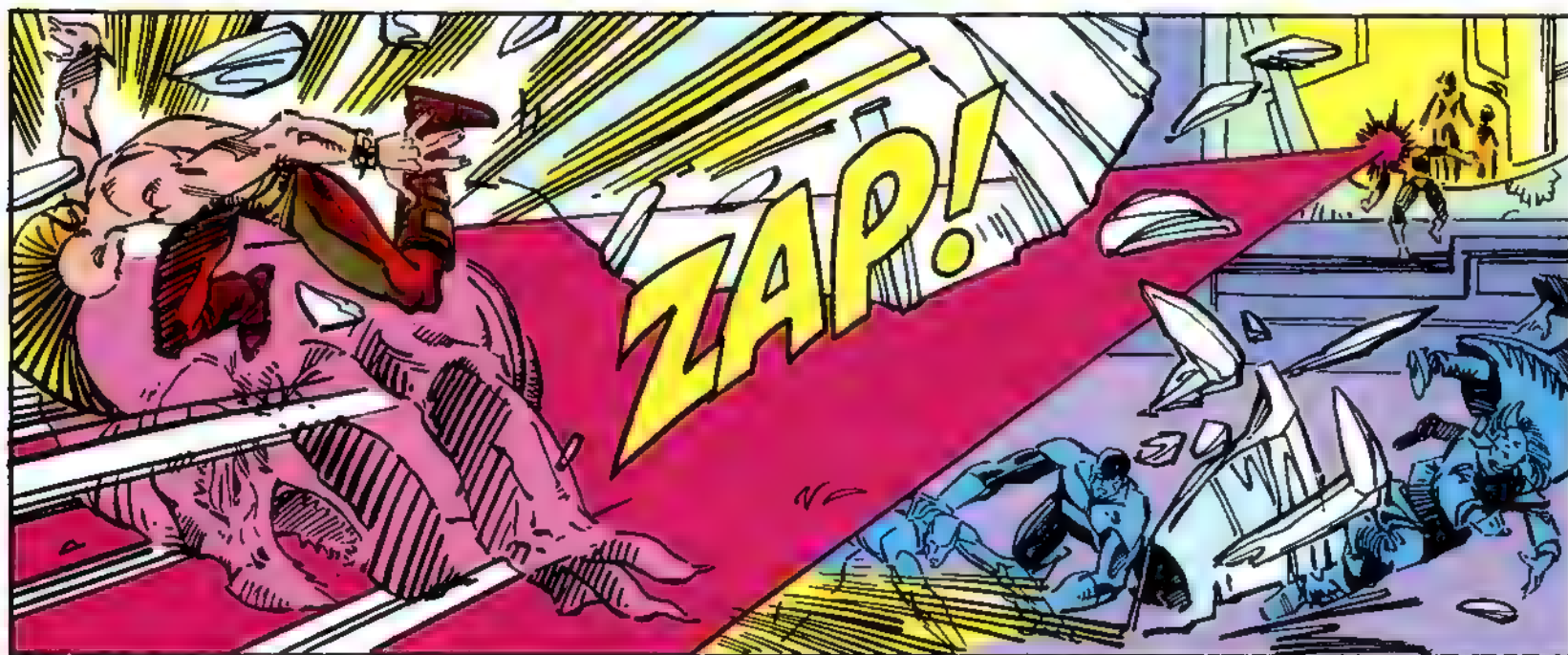
...BY MY MOODINESS... MY CHILDISH OUTBURSTS... MY JEALOUSY!



MINUTES
LATER...

MARAUDERS!

AND
ICEMAN
AND THE
BEAST!



CYCLOPS!
CYKE--
WAIT!

THESE
AREN'T
MARAUDERS!
THEY'RE
MORLOCKS--
THEY'VE GOT
TO BE!

WHY
ATTACK
US THEN?

WE FOUGHT THE
MARAUDERS... SAVED
WHAT MORLOCKS WE
COULD... APE, ERG,
BEAUTIFUL DREAMER,
SKIDS, TAR BABY--



PHAGH!
DRAIN
DWELLERS!
THERE'S
NOT MUCH
THERE
WORTH
SAVING!

BUT
YOU'RE--



TUNNELERS!

FALSE ALARM,
TUNNELERS! I
RECOGNIZE THE
COSTUMES
NOW! THEY'RE
X-TERMINATORS...

...THE MUTANT
FREEDOM FIGHTERS!
VERY WELL, STRANGERS,
WE'LL LET YOU LIVE,
BUT WE LEAVE YOU
WITH THIS
WARNING--

**GET OUT
OF THE ALLEY!
GET OUT AND
STAY OUT OF
OUR WAY!**

OF ALL THE **ARROGANT--!**
WE WHUPPED THEIR TAILS
AND THEY'RE **THREATENING US!**

SO LET THEM
STUMBLE INTO
A MARAUDER TRAP!
SERVE 'EM RIGHT!

EXCEPT
THAT'S NOT
WHAT WE'RE
HERE FOR, IS
IT, BOBBY?
THEY'RE
ARROGANT,
YEAH...

...BUT
WE'RE GOING
TO SAVE THEM
-- WHETHER
THEY WANT
US TO OR
NOT!

**TUNNELERS, WE HAVE
A COMPLEX WHERE
YOU'LL BE SAFE! THE...
DRAIN DWELLERS ARE
ALREADY THERE!**

WE...**INVITE**
YOU TO JOIN!

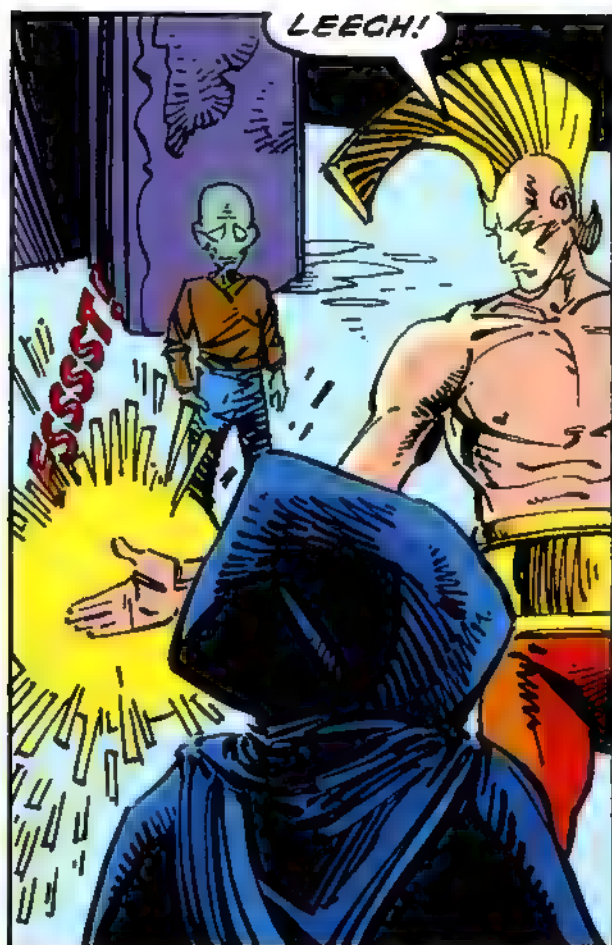
WE AIN'T WIMPY DRAIN
DWELLERS, PAL! WE **FACED**
THE MARAUDERS DOWN--
WON OUT--BY
OURSELVES!

NO WAY
WE'LL BE LED
OFF NOW, QUIET
AN' STUPID LIKE
STEERS TO THE
SLAUGHTER
HOUSE!

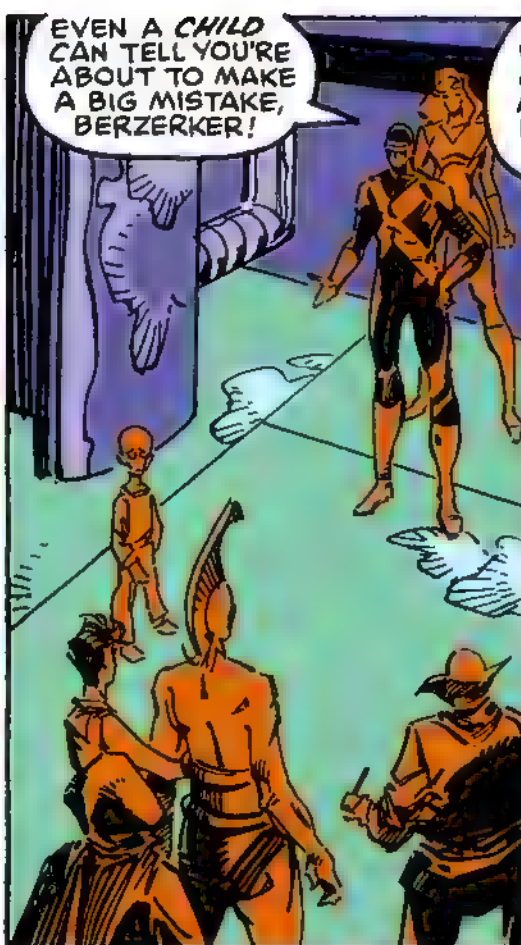
I'VE
KEPT THESE
TUNNELERS
ALIVE--

US, YEAH,
BERZERKER--
BUT WHAT
ABOUT THE
**OTHER
SIX?**

YOU
CHALLENGIN'
MY LEADERSHIP,
MASQUE?



LEECH!



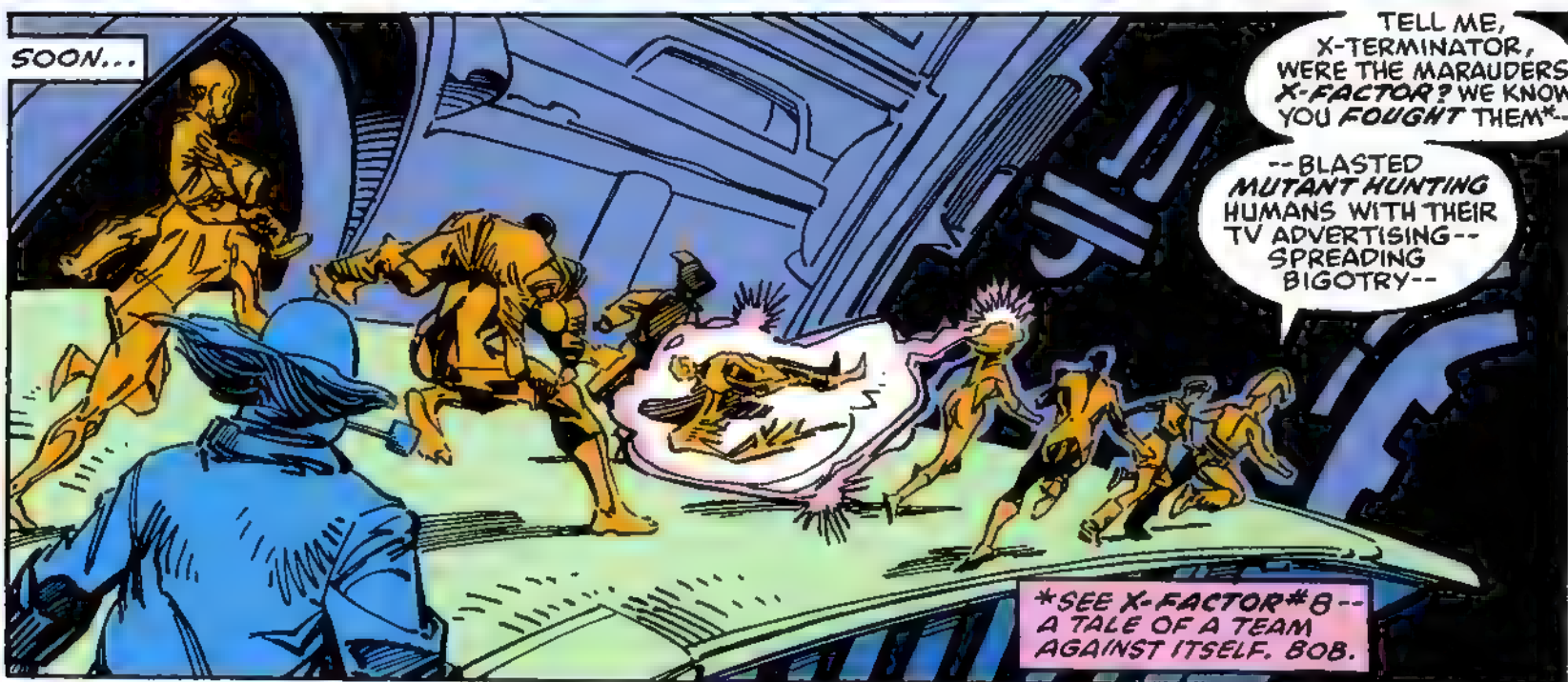
EVEN A CHILD CAN TELL YOU'RE ABOUT TO MAKE A BIG MISTAKE, BERZERKER!

PLEASE, BERZERKER! WE MORLOCKS COWERED IN THE ALLEY AND OUR ENEMIES FOUND US AND DESTROYED US!

LET'S GO WITH THEM, FORM AN ALLIANCE! THEY'RE MUTANT HEROES! WE SAW THEM ON TV!

PLEASE... I'M SO TIRED OF KILLING...

OKAY, SCALEFACE, WE'LL TRY IT... FOR A WHILE!

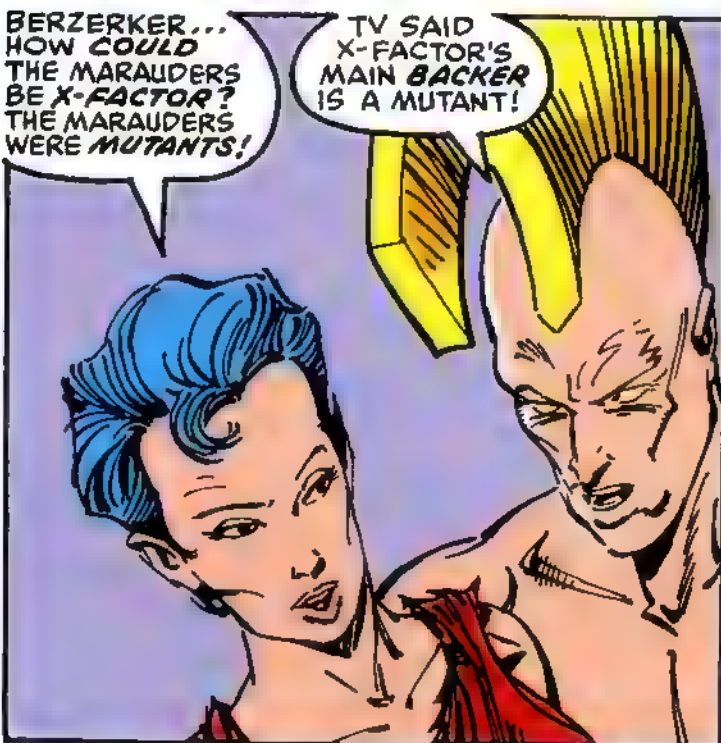


SOON...

TELL ME, X-TERMINATOR, WERE THE MARAUDERS X-FACTOR? WE KNOW YOU FOUGHT THEM*--

--BLASTED MUTANT HUNTING HUMANS WITH THEIR TV ADVERTISING-- SPREADING BIGOTRY--

*SEE X-FACTOR#8-- A TALE OF A TEAM AGAINST ITSELF. BOB.



BERZERKER... HOW COULD THE MARAUDERS BE X-FACTOR? THE MARAUDERS WERE MUTANTS!

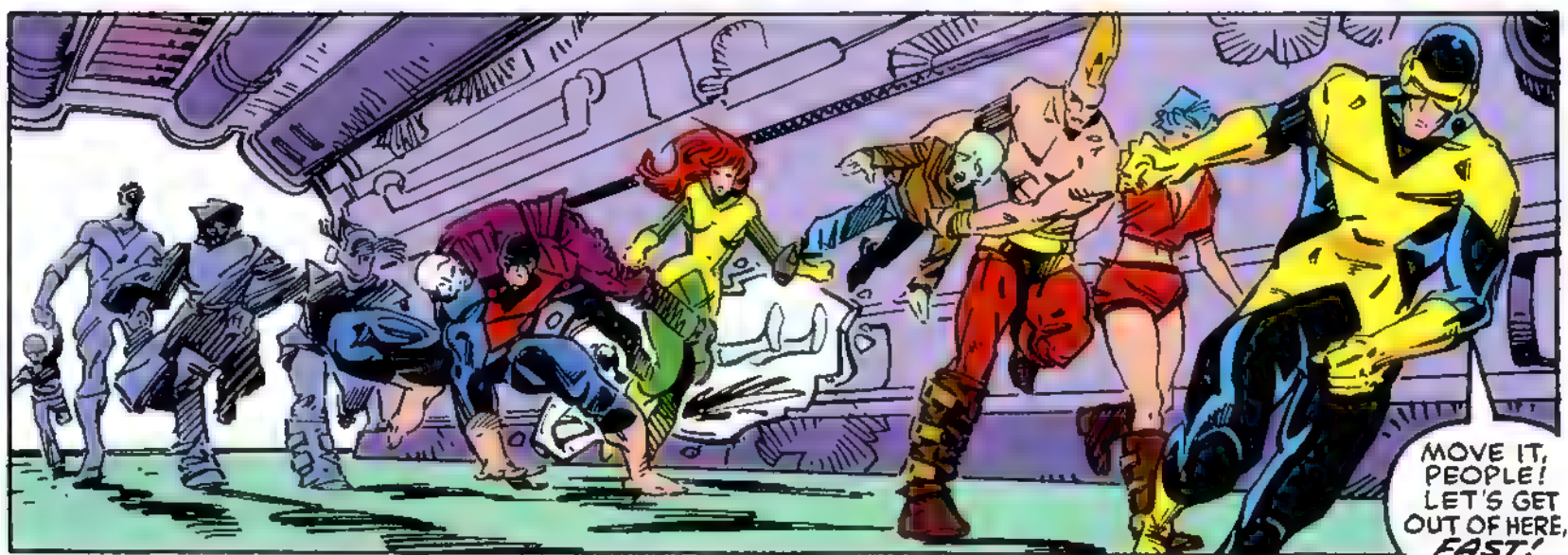
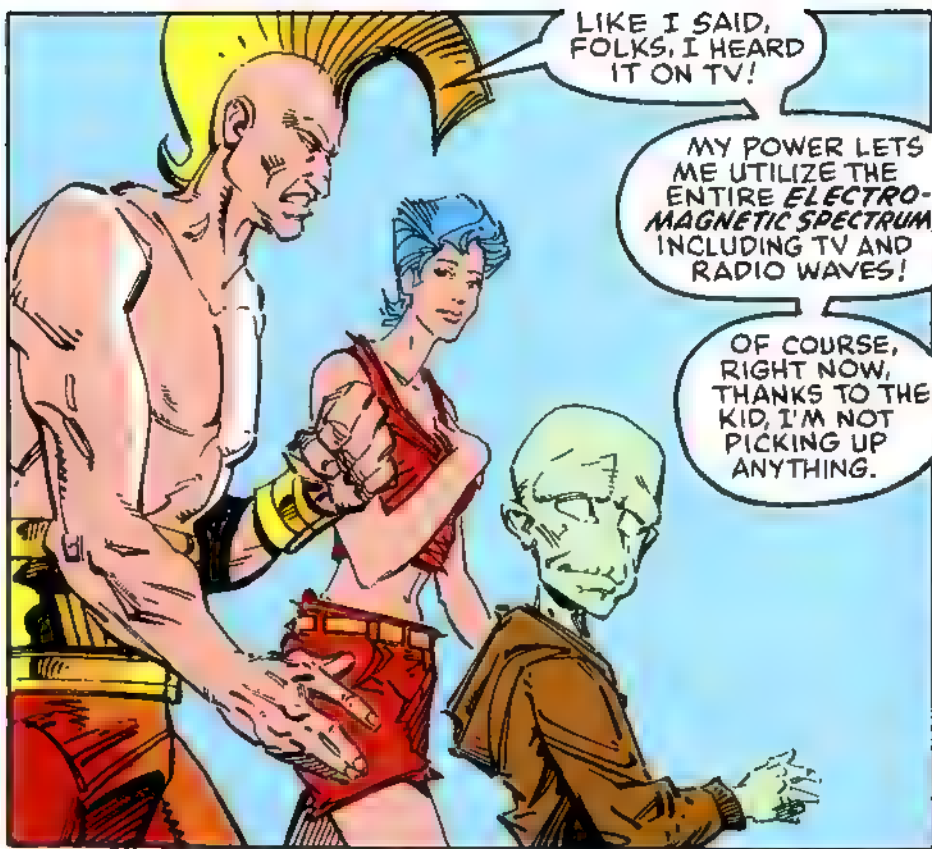
TV SAID X-FACTOR'S MAIN BACKER IS A MUTANT!

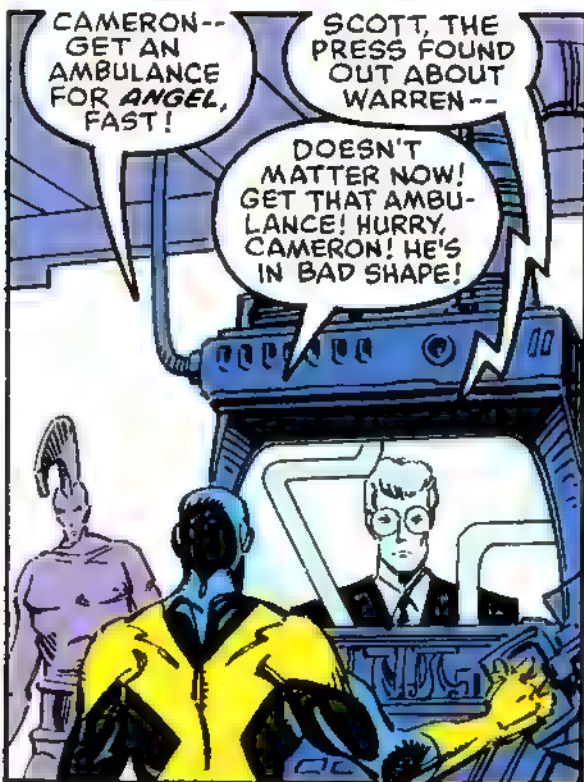
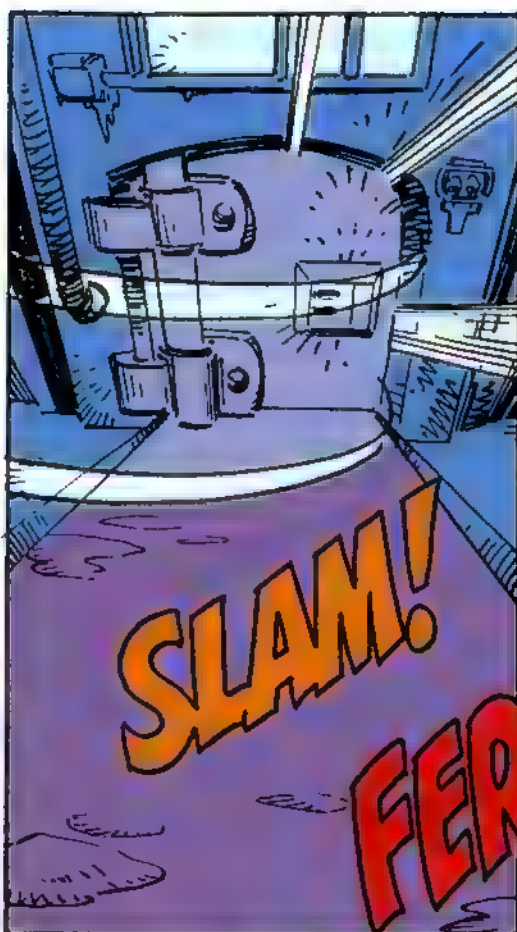
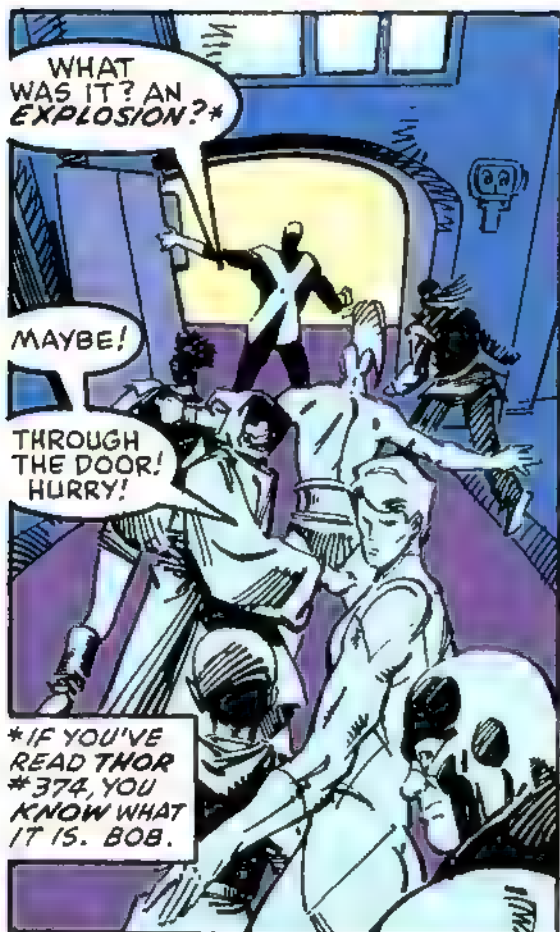


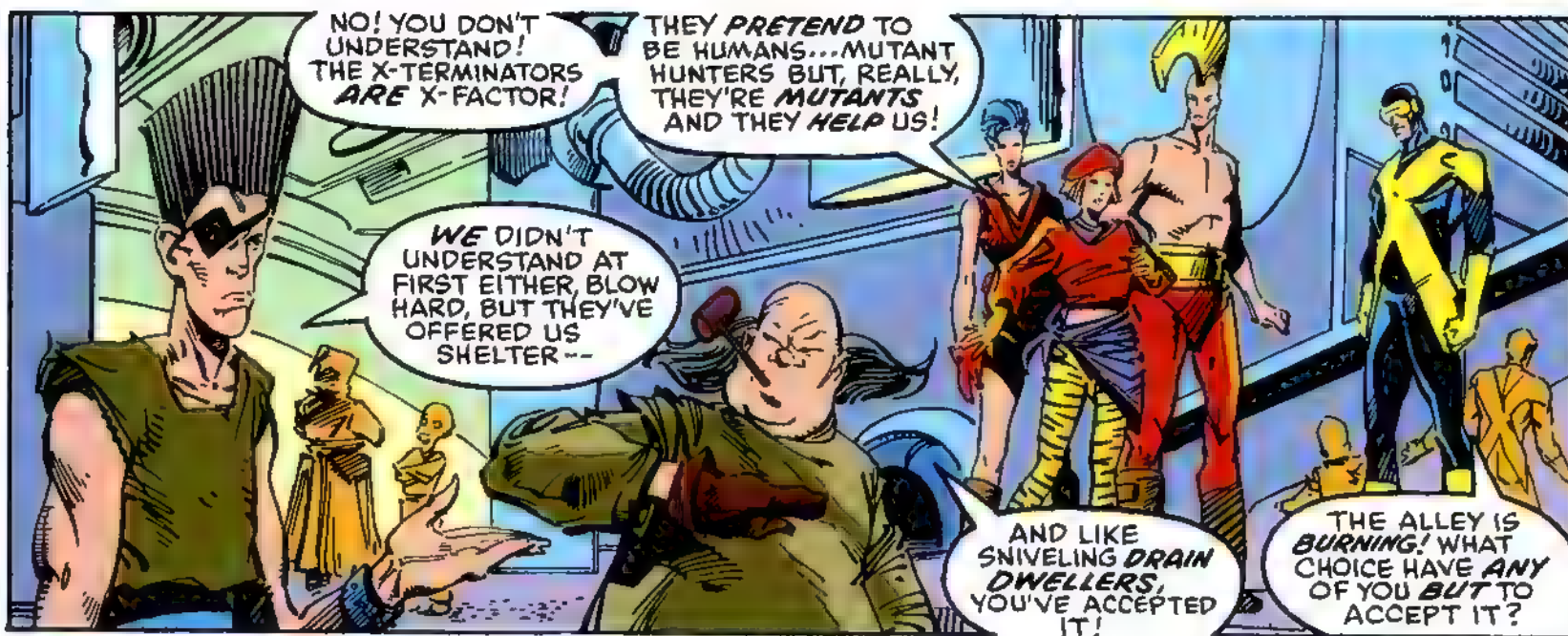
WHAT--?

THE PRESS SOMEHOW FOUND OUT THAT WARREN HAS BEEN FINANCING US*...WITH ALL THAT'S HAPPENED, I FORGOT TO TELL YOU! SORRY, SCOTT!

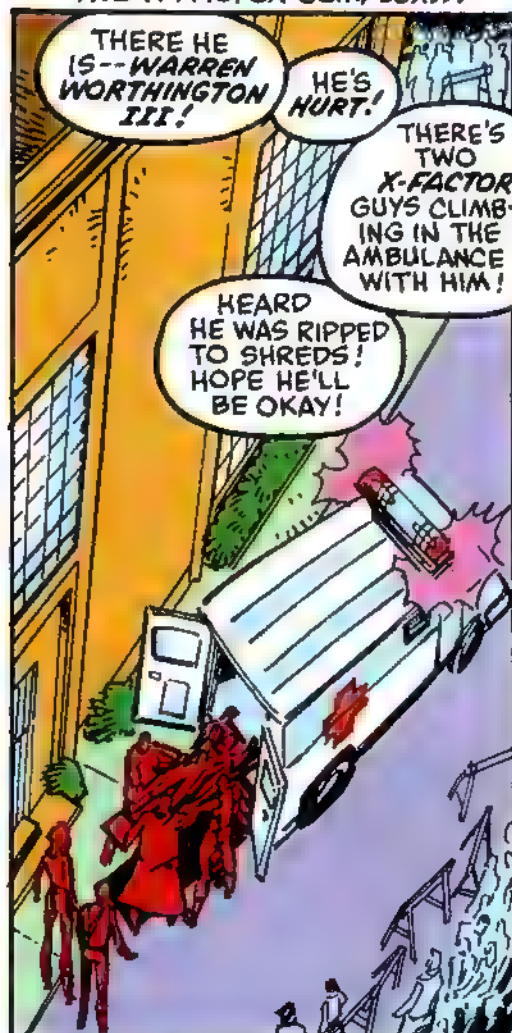
*SEE X-FACTOR#9-10. BOB.







SOON, IN THE MIDST OF A PRO-ANGEL DEMONSTRATION OUTSIDE THE X-FACTOR COMPLEX...



"THEN WE'LL TAKE OUR CHANCES ON THE STREETS!"

COPS STILL OUT THERE, BERZERKER! HOW WE GONNA MANAGE IT?

NEITHER OF US LOOK HUMAN AND MASQUE AIN'T NO BEAUTY EITHER AN' SCALEFACE--

'EY--MASQUE'LL FIX YA SO YOUR OWN MA WON'T RECOGNIZE YA--

WE'LL SETTLE FOR HUMAN FACES, MASQUE. ANY FUNNY BUSINESS --I'LL FRY YOU!

"I'LL DO MY JOB, BERZERKER, YOU JUST GET US OUTTA HERE!"

MAGNETIC LOCKS-- COMPUTERIZED! EASY TO DISRUPT!

HEY, BOB! SOMEBODY LEAVIN'!

HALT! IDENTIFY YOURSELVES!

COPS, BERZERKER!

NO PROBLEM! COPS'RE EASIER TO DISRUPT THAN LOCKS!

BERZERKER, NO MORE KILLING, PLEASE... NOT UNLESS WE HAVE TO!

WE'RE THE... CLEANING STAFF! OUR SHIFT'S OVER AND--

RIGHT! YOU'RE FREE TO LEAVE!

I DUNNO, BOB! THERE'S SOMETHING WEIRD ABOUT THEM!

YOU'RE JUST SPOOKED, JOE! WHEN YOU BEEN ON THE STREETS LONG AS I HAVE, YOU'LL'VE SEEN A WHOLE LOT WEIRDER!

SOON, ON ONE OF THE HUDSON RIVER'S DILAPIDATED PIERS...

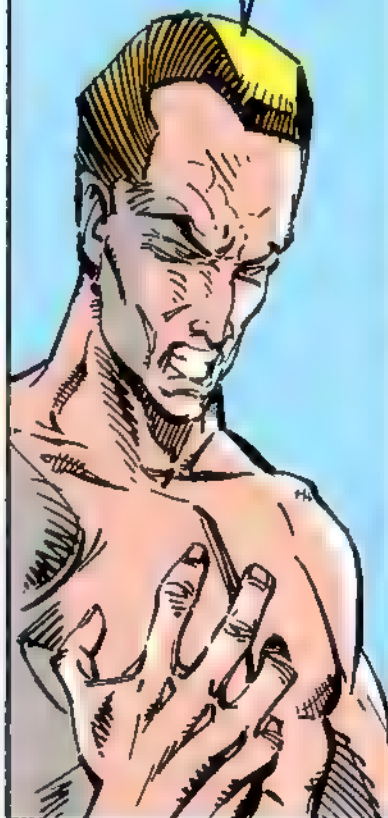


SO WHERE D'WE GO NOW, BERZERKER?

NEW JERSEY'S OVER THERE! A WHOLE NEW STATE...

...FULL OF THE SAME OLD PROBLEMS. THEY HATE US, BERZERKER! HOW'LL WE LIVE?

WE GOT POWERS, WE'LL TAKE WHAT WE NEED! WE SURVIVED THE MASSACRE, SCALEFACE, WE'LL SURVIVE OUT HERE!



WELL, WELL, WELL, WHAT HAVE WE THERE?

A PACK OF WELL HEELED YUPPIES TAKIN' IN THE RIVER AIR...



...OR A PACK OF WATER RATS?

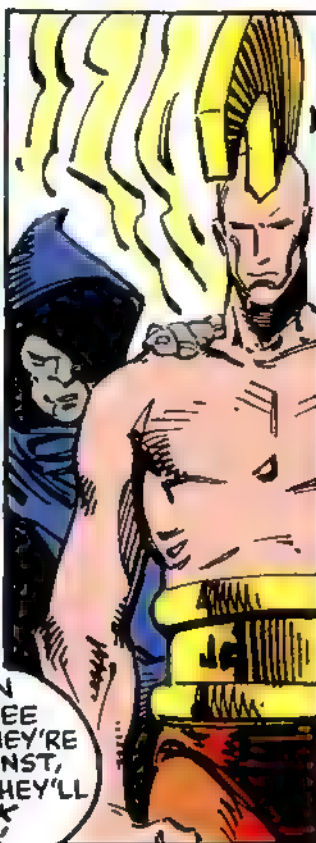
SLICE THE GUYS! THE GIRL'S MINE!



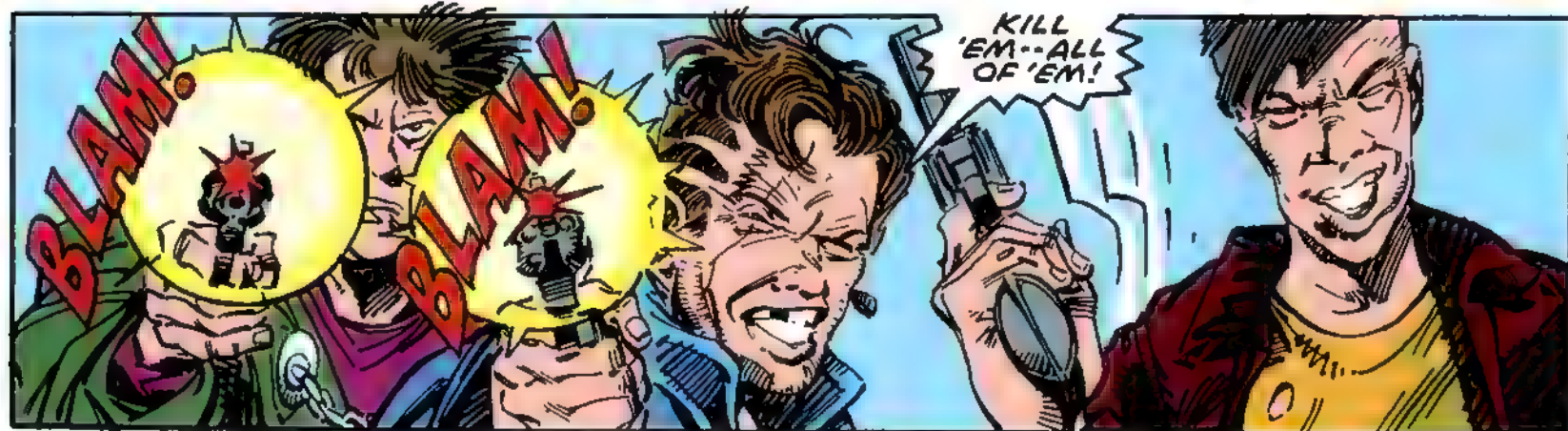
MASQUE, RESTORE BERZERKER QUICK!



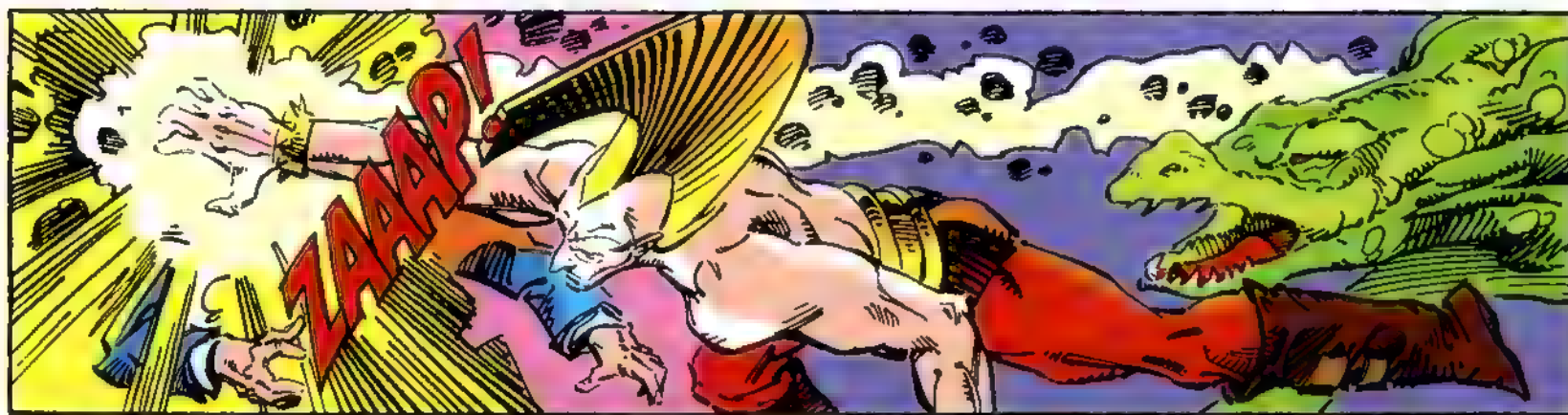
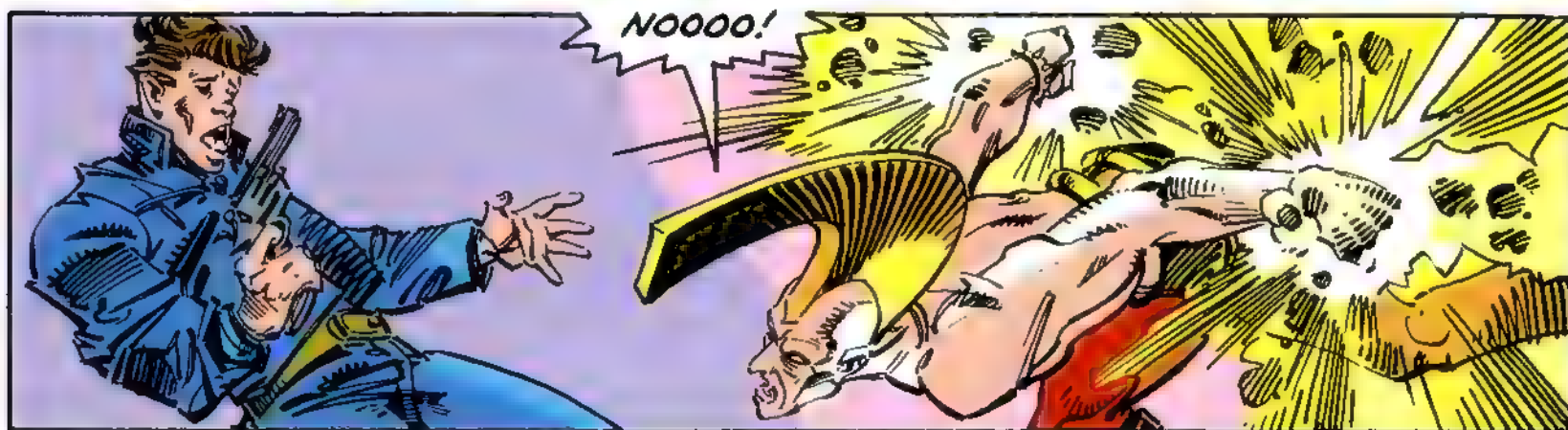
WHEN THEY SEE WHAT THEY'RE UP AGAINST, MAYBE THEY'LL BACK OFF!



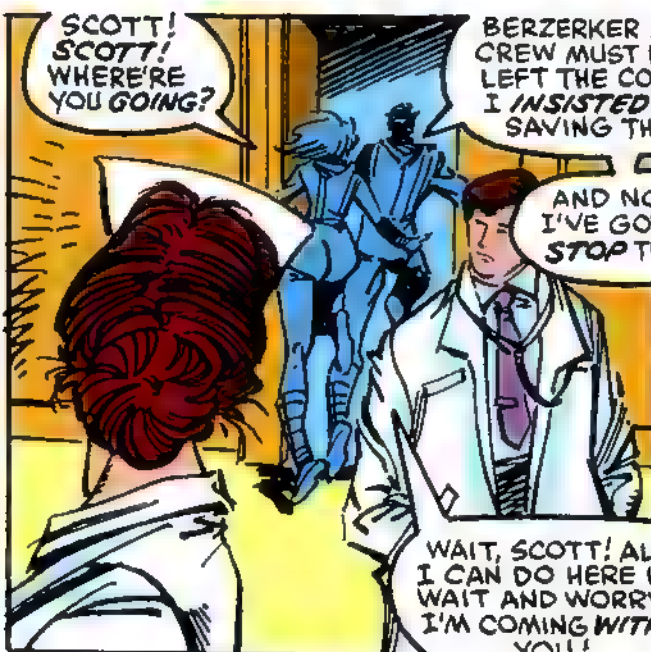
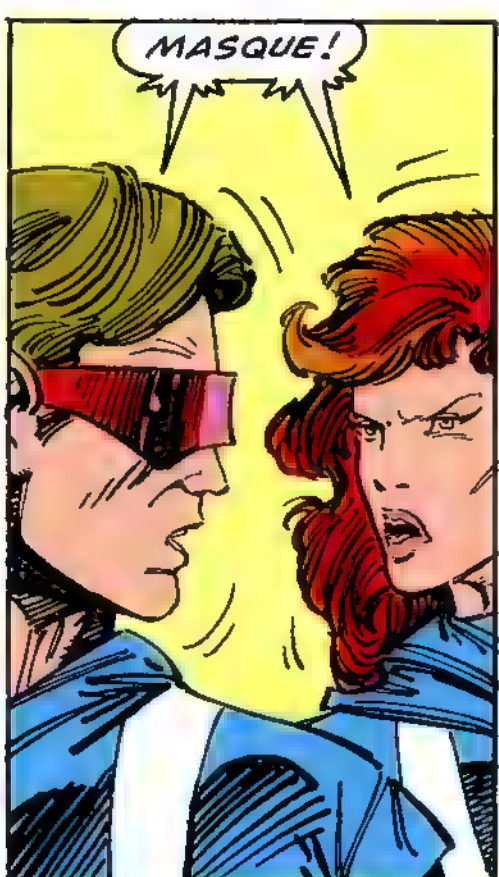
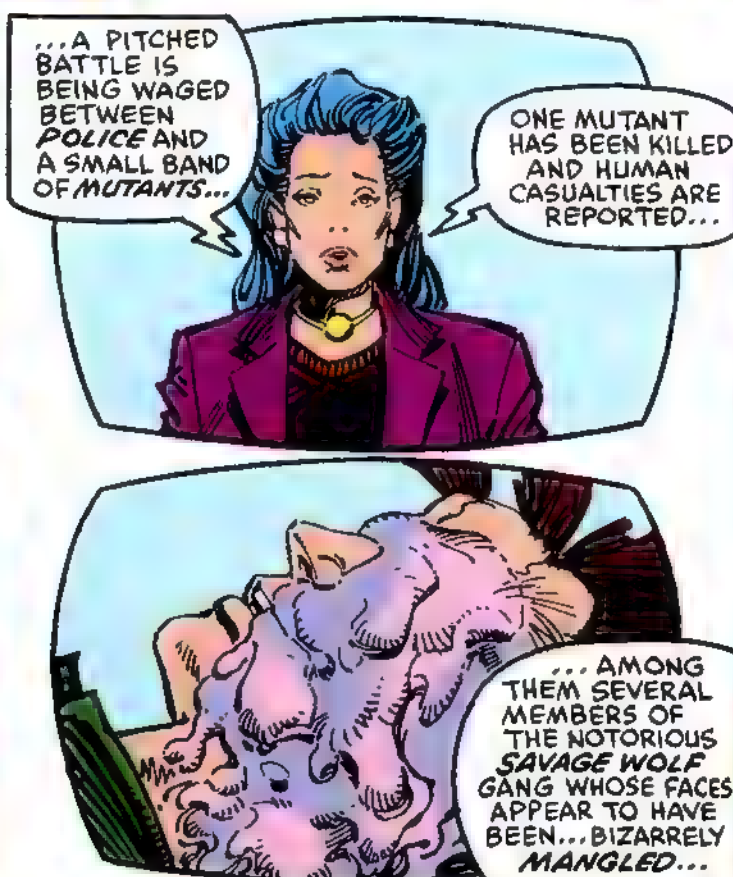
MUTIES!

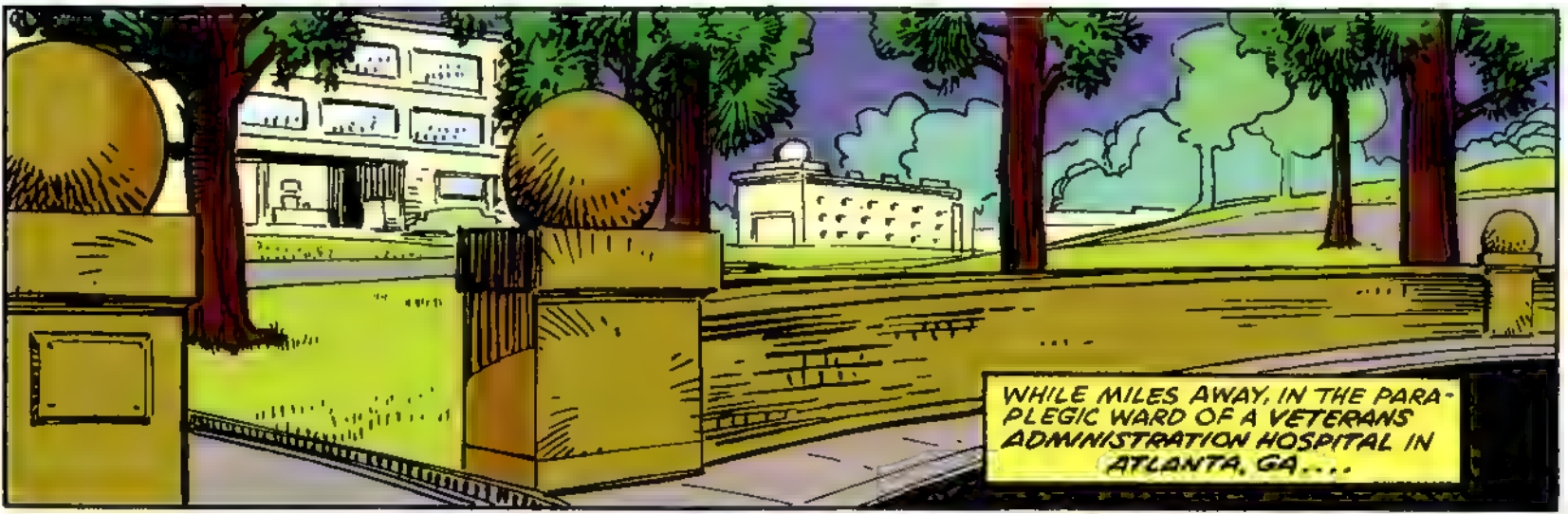


KILL 'EM--ALL OF 'EM!

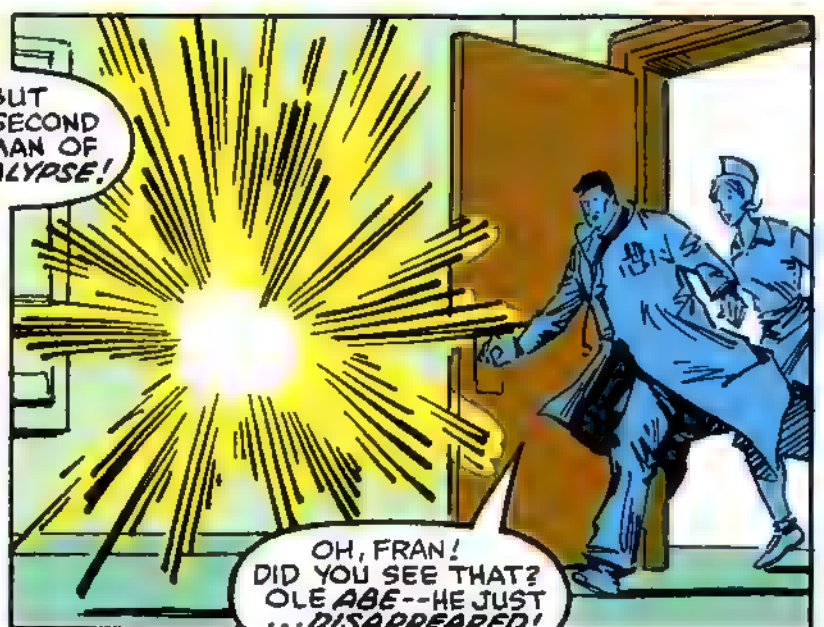
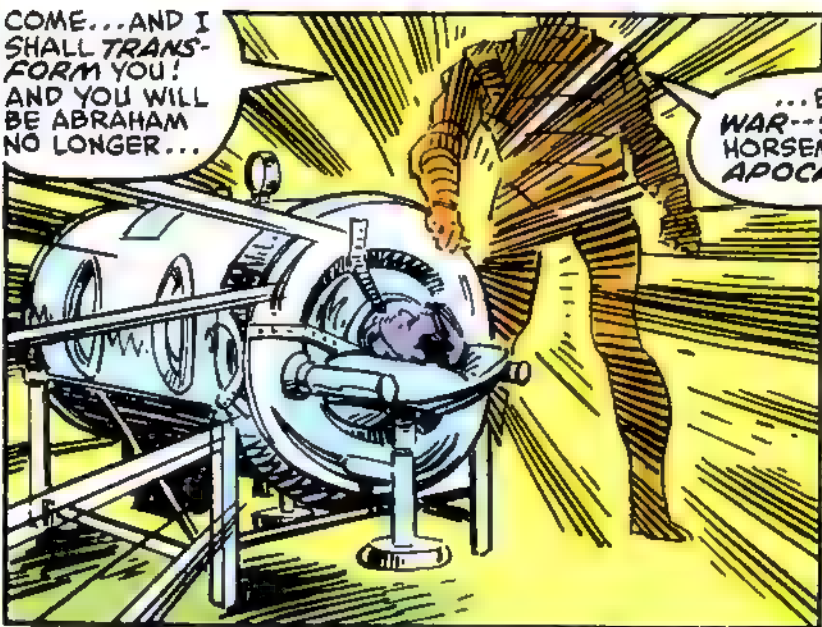
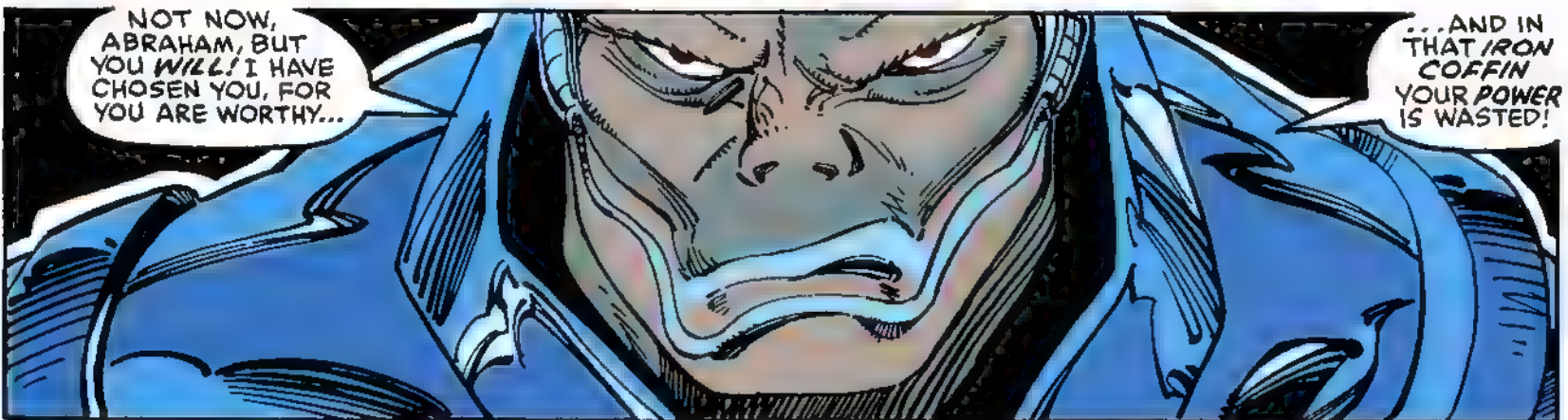
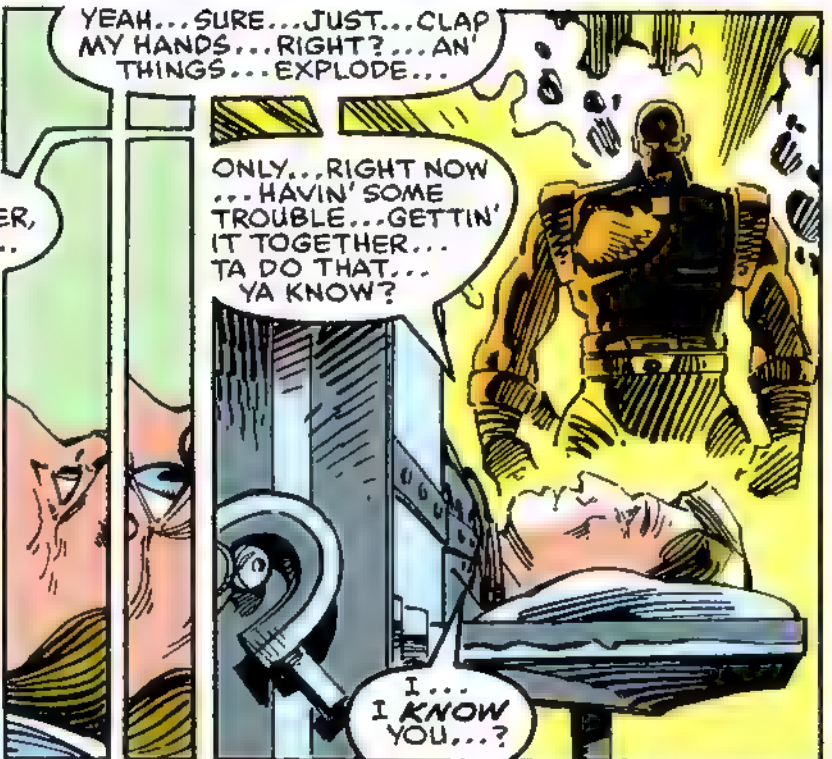
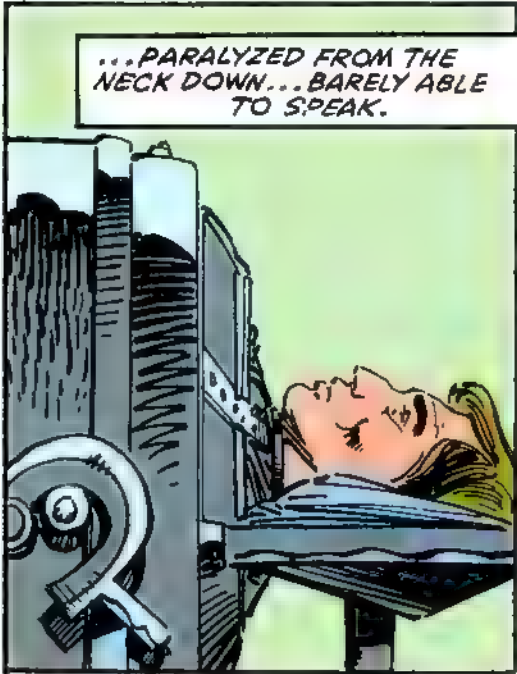


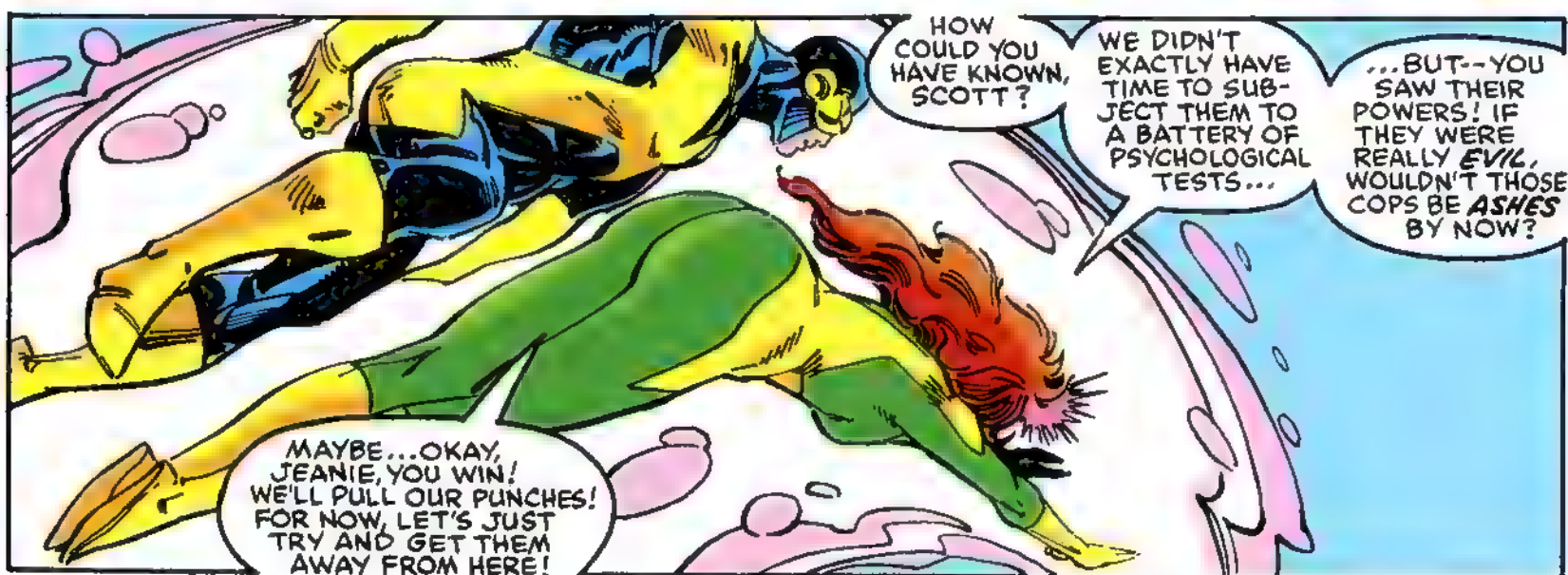
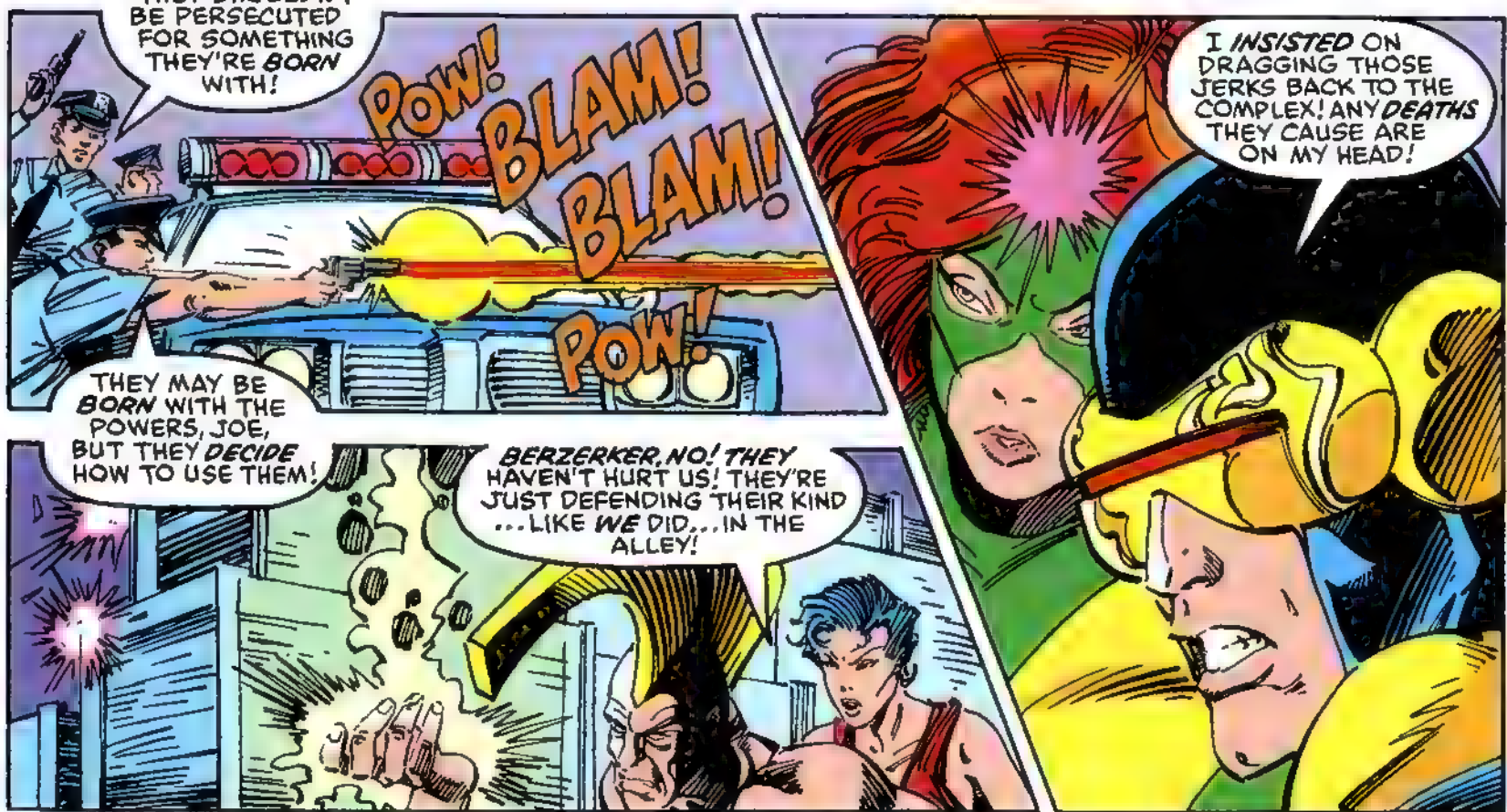
WHILE NOT FAR AWAY AT ST. VINCENT'S HOSPITAL...

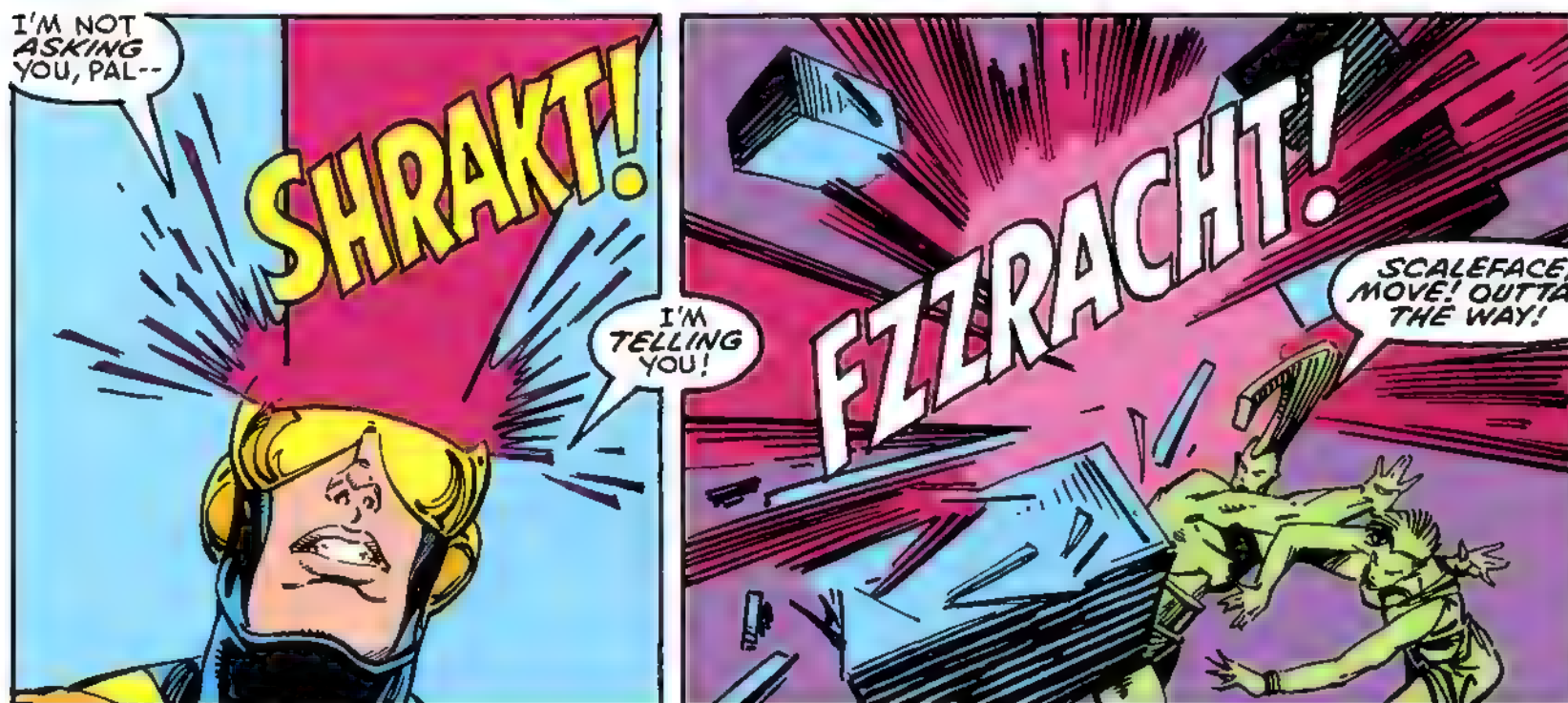
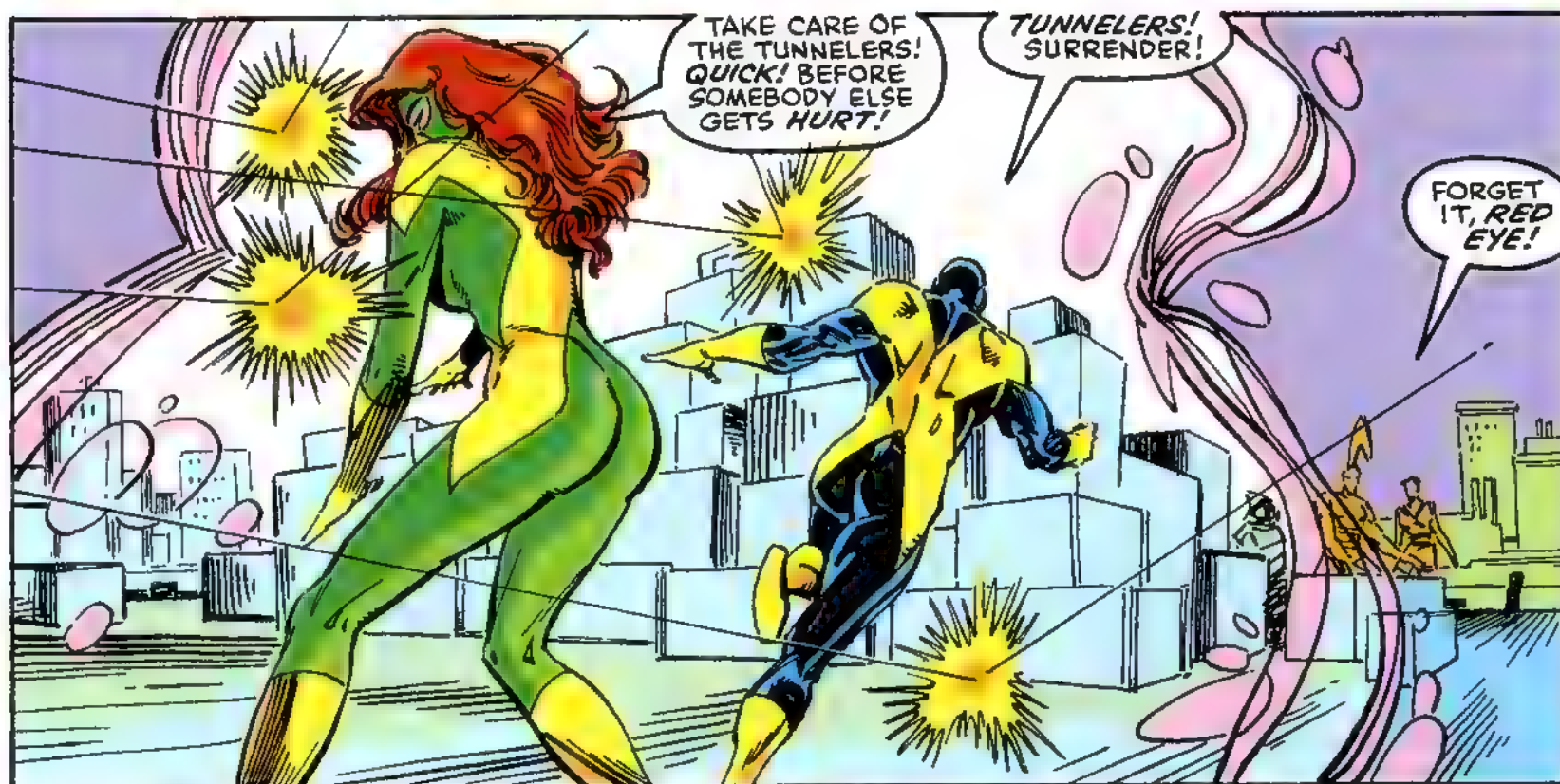
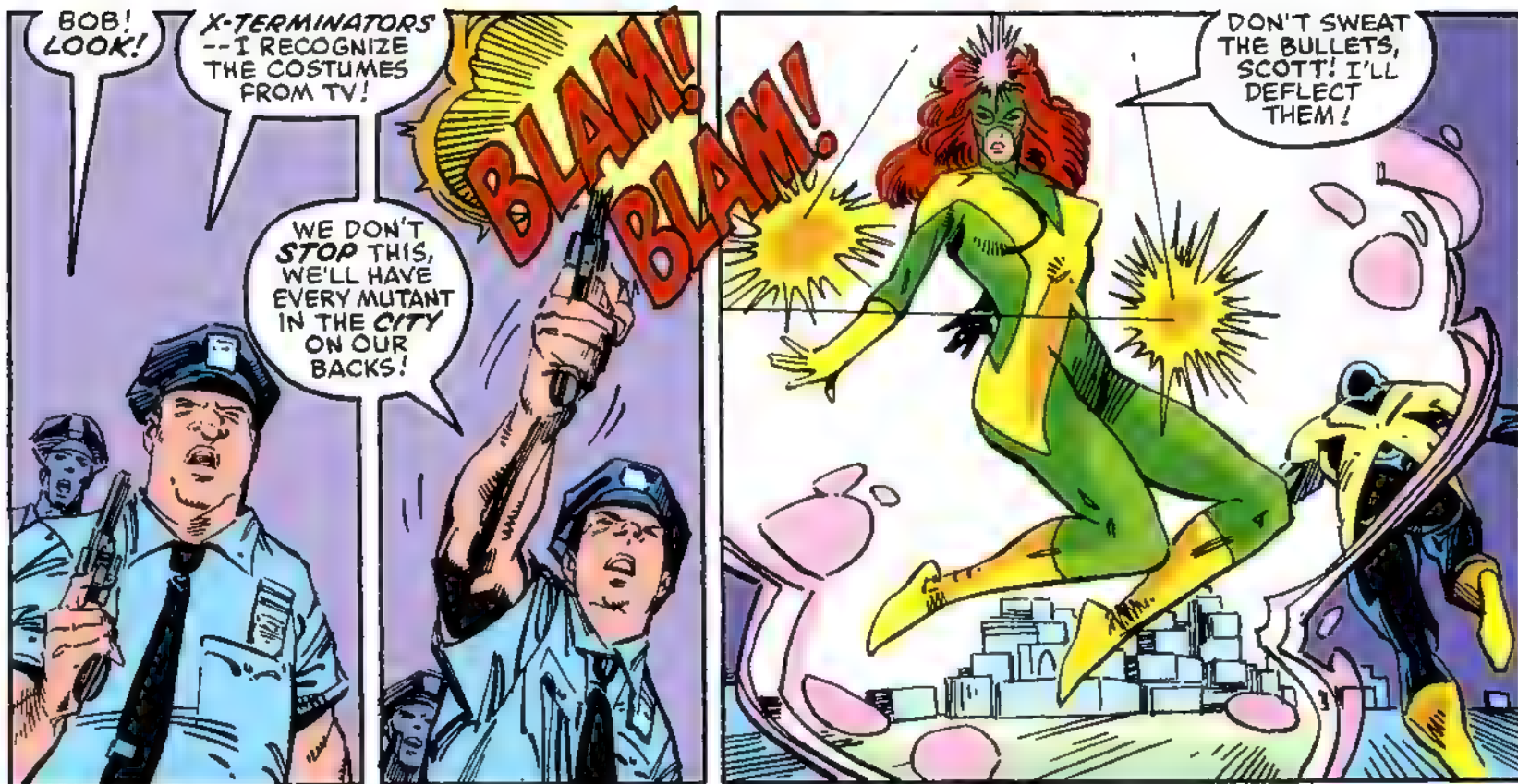


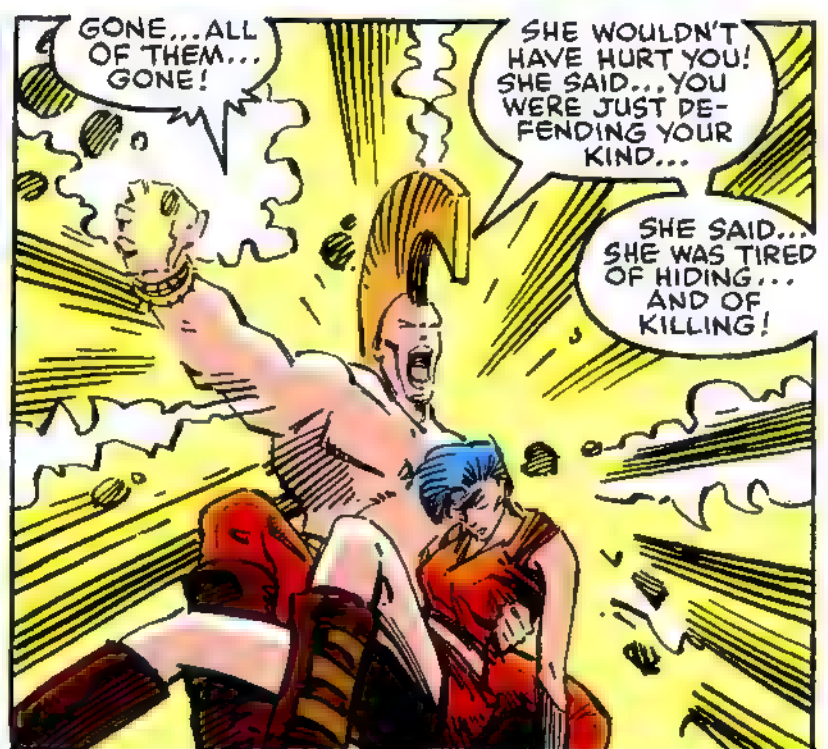
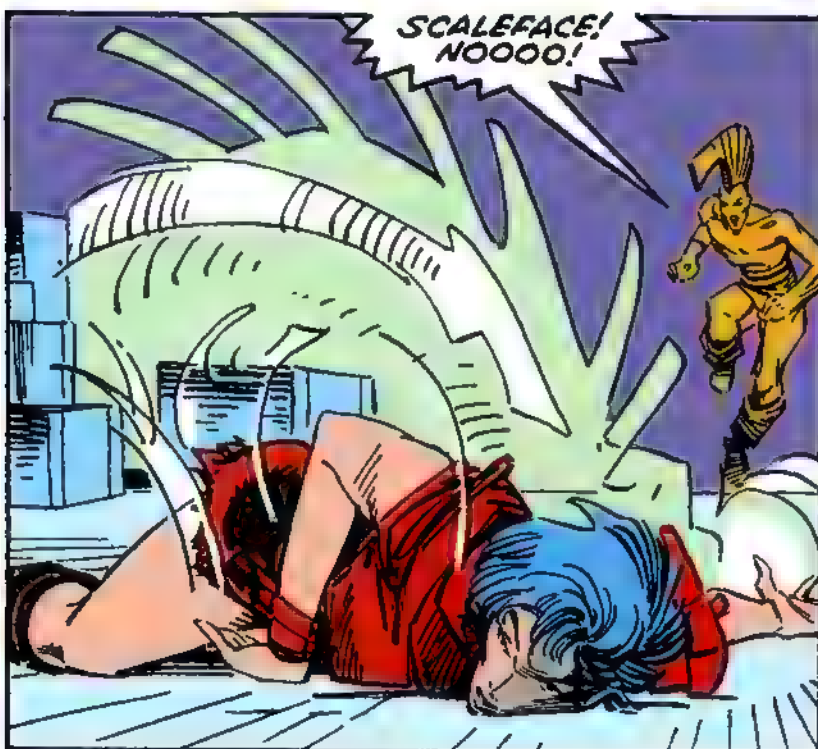
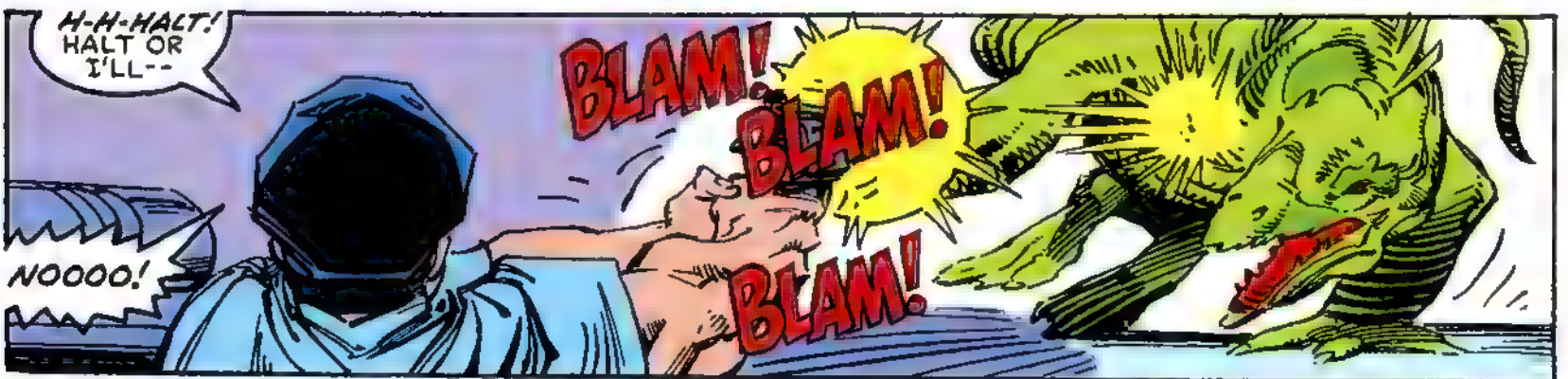
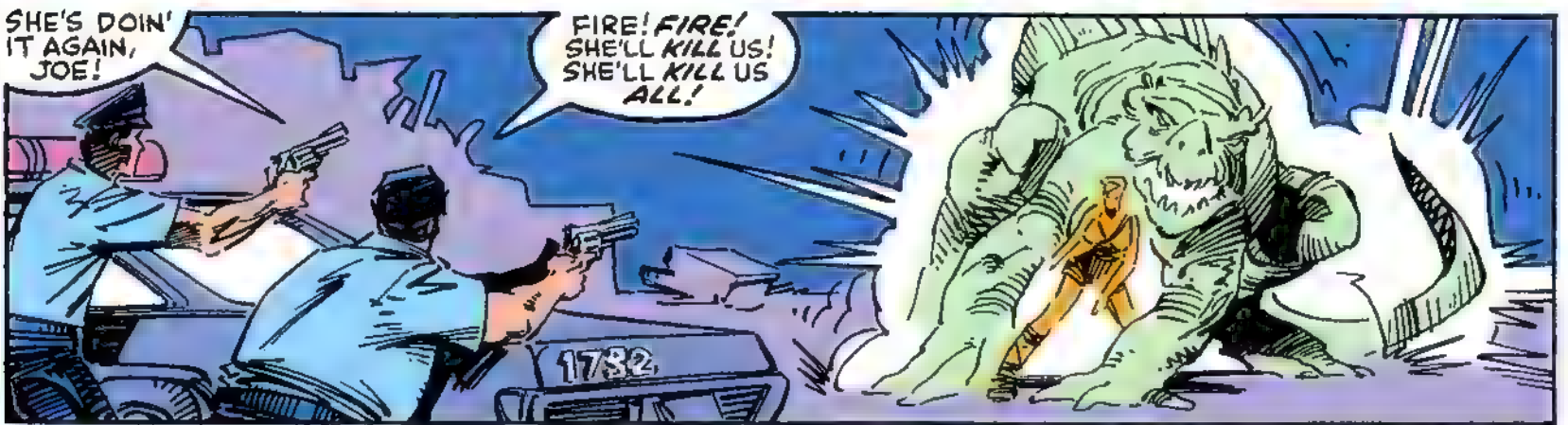


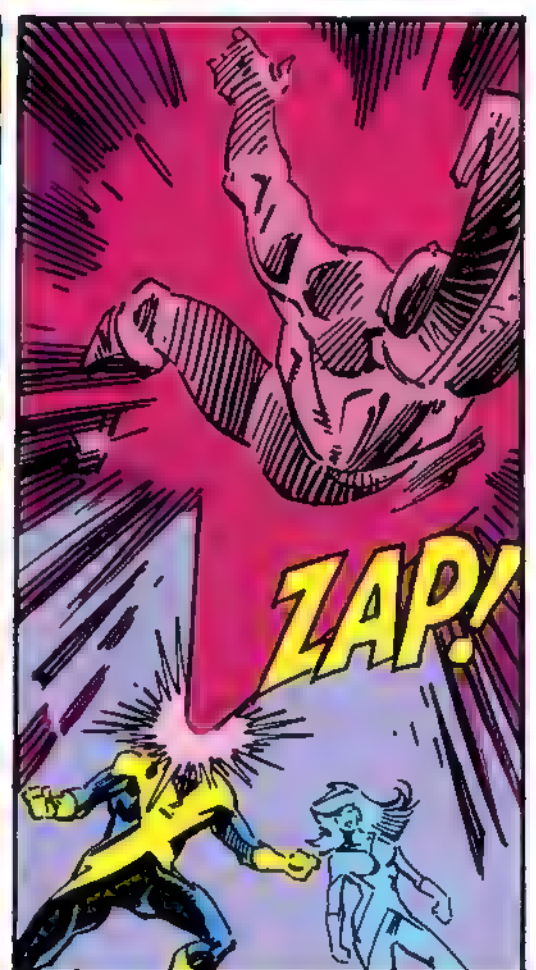
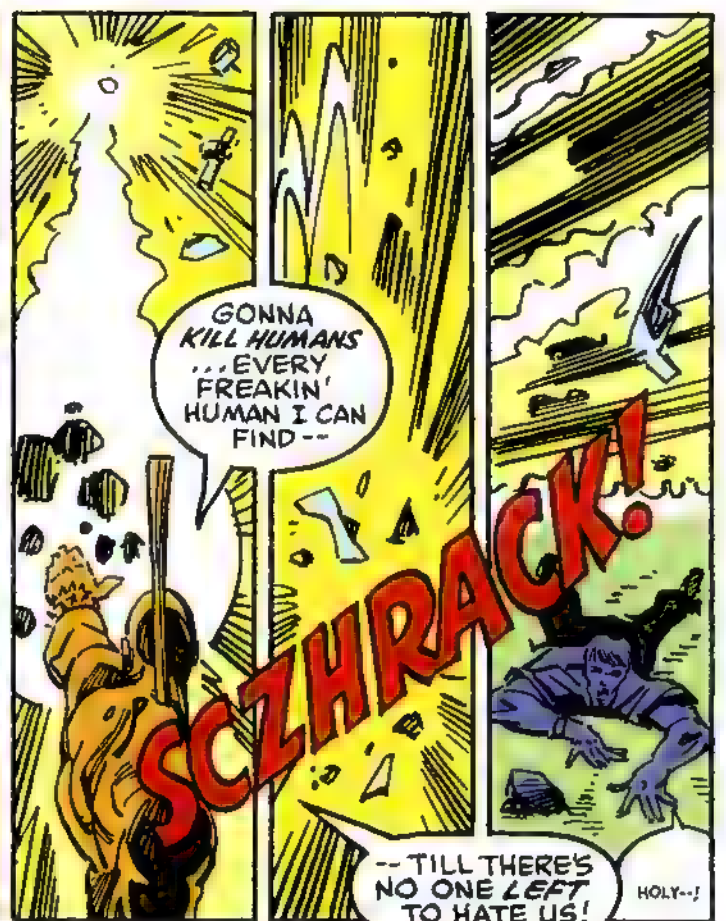
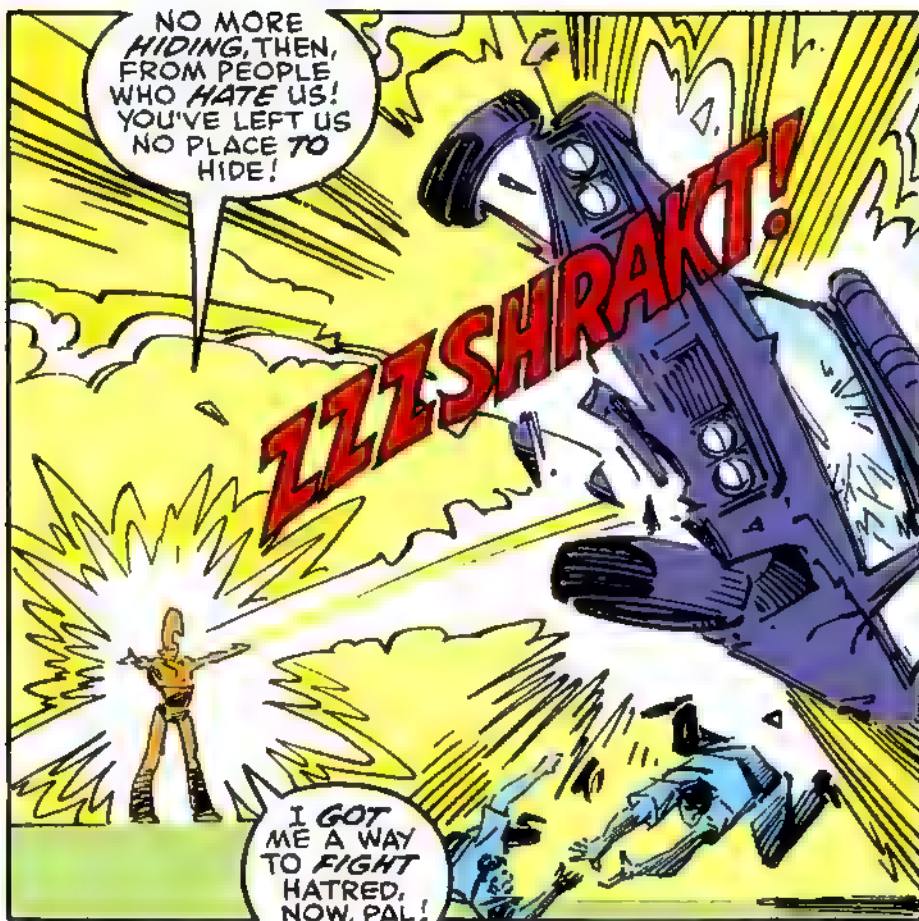
...A SOLDIER NAMED ABRAHAM LINCOLN KIEROS LIES IN AN IRON LUNG...



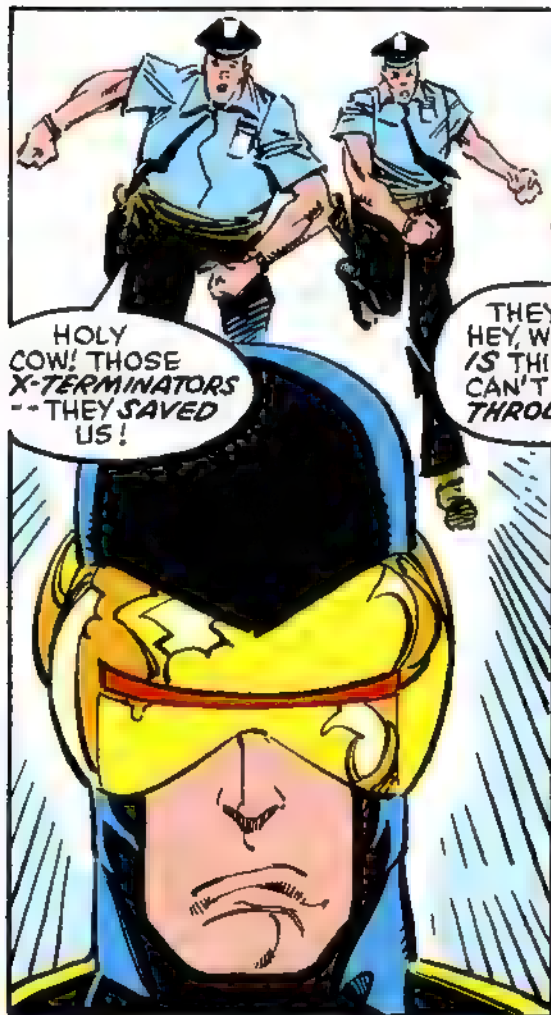






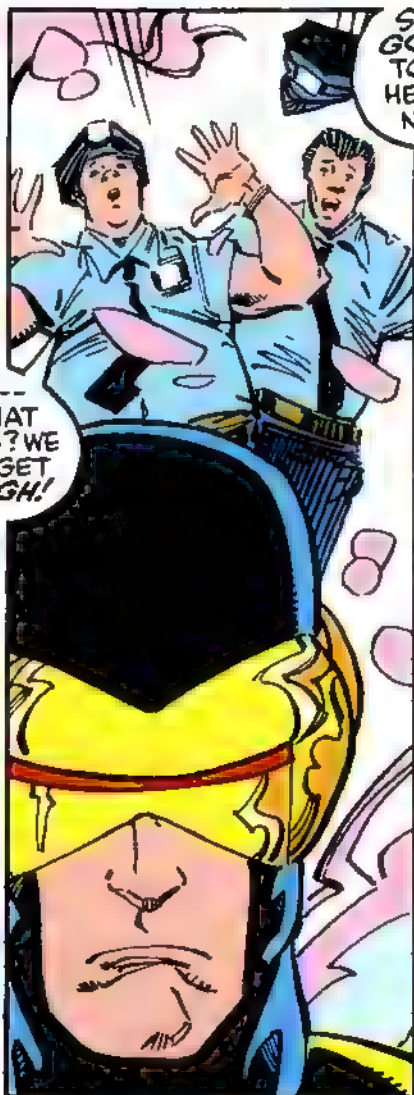


...AND THOUGH SCOTT SEARCHES THE WATER DESPERATELY, BERZERKER IS SEEN NO MORE!



HOLY COW! THOSE X-TERMINATORS -- THEY SAVED US!

THEY-- HEY, WHAT IS THIS? WE CAN'T GET THROUGH!



SCOTT, HE'S GONE! YOU HAD TO STOP HIM! HE LEFT YOU NO CHOICE!



IT'D GONE FAR BEYOND THE POINT WHERE WE COULD JUST SPIRIT HIM AWAY!



YOU HAD TO STOP HIM BEFORE MORE LIVES WERE LOST!

LIVES... OF ALL THEIR LIVES, ONLY MASQUE'S IS LEFT... BARELY!



BETTER THAN THAT, I THINK! I'VE GOT HIM, CYCLOPS!

COME ON! LET'S DROP HIM BY THE COMPLEX AND GO BACK TO SEE ABOUT WARREN!

I SHOULD HAVE FOUND A WAY TO SAVE THEM... IT'S WHAT WE'RE HERE FOR...

AND YET... I ALWAYS DESTROY THE THINGS I MEAN TO PRESERVE!



WHILE BELOW...

SHE'S MORE THAN A GIRL, JOE, SHE'S A MUTANT! WE ALL SAW! SHE WAS COMING RIGHT AT YOU!

I SHOT HER! KILLED HER! SHE... SHE'S JUST A GIRL!



LISSEN, KID, MAYBE NOW YOU'LL BELIEVE ME WHEN I TELL YOU-- IT'S THEM OR US!

WHILE IN A LOFT
NEAR TIMES SQUARE...

SO WHAT IF
I'M HOLDING
OUT ON YOU?
I STOLE IT!

AH, BUT WHO
TAUGHT YOU
TO STEAL?

WHY WITHOUT
ME, YOU'D STILL
BE PANHANDLING
FOR PENNIES!

PENNIES
IS ALL I'LL
HAVE LEFT,
IF I GIVE
THIS TO
YOU!

YOU CALL
THIS NICE?
YOU GOT LOW
STANDARDS,
VANISHER!

JUST SHOW ME, BOOM BOOM,
THE OTHERS WILL BE SO
IMPRESSED, WON'T
YOU, GIRLS?

OH, COME
NOW, DON'T I
LET YOU SLEEP
IN THIS NICE
PLACE WITH
THE OTHER GIRLS?

WELL,
OKAY! I
GUESS YOU
DESERVE
IT! HERE
IT IS!

3-
2-
1...

BOOM!

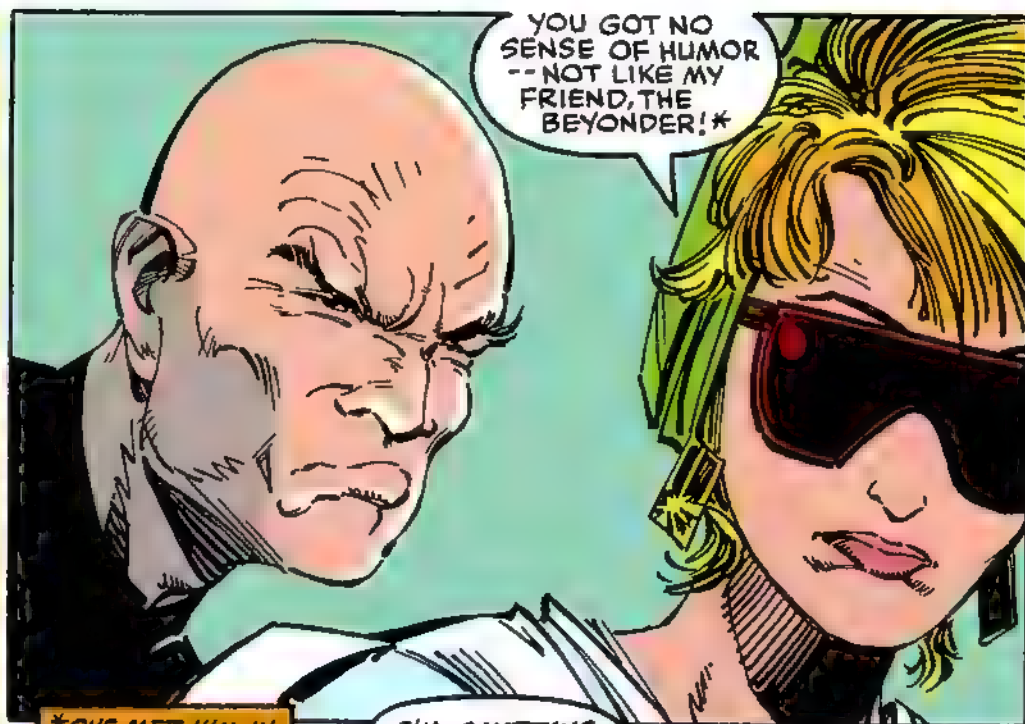


YOU OBNOXIOUS LITTLE RUNT! I OUGHTA THROW YOU OUTTA HERE! I OUGHTA--

THE TINIEST HINT OF DANGER--

HINT! THOSE ENERGY PELLETS CAN PUNCH A HOLE IN WALLS!

THE TINIEST HINT... AND YOU VANISH! YOU ALWAYS VANISH! AND THEN YOU YELL AT ME!

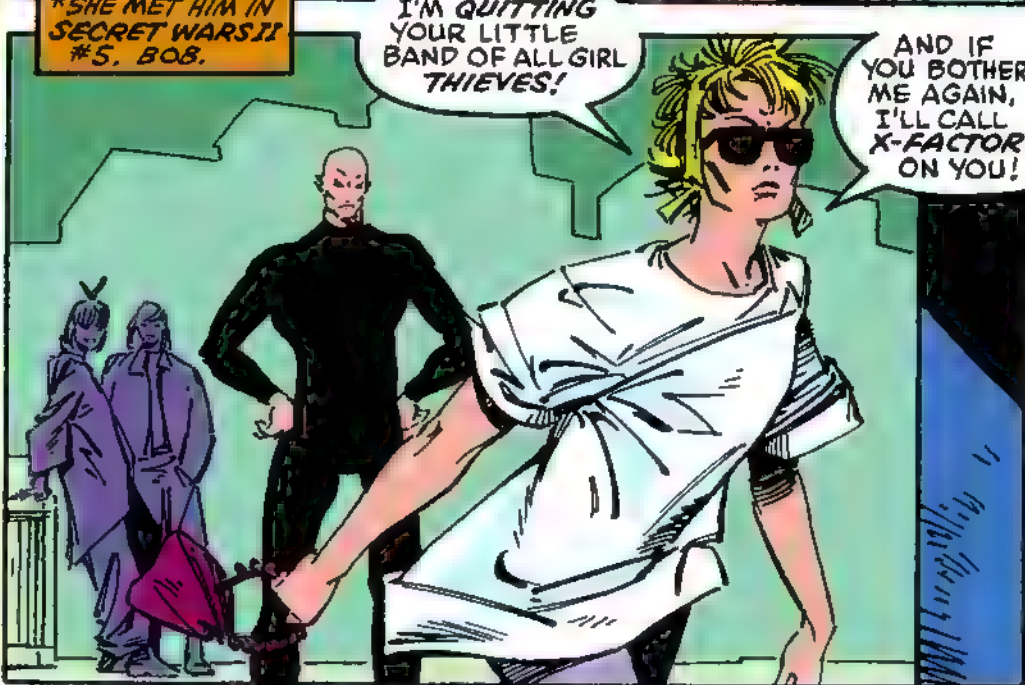


YOU GOT NO SENSE OF HUMOR --NOT LIKE MY FRIEND, THE BEYONDER!*

*SHE MET HIM IN SECRET WARS II #5. BOB.

I'M QUITTING YOUR LITTLE BAND OF ALL GIRL THIEVES!

AND IF YOU BOTHER ME AGAIN, I'LL CALL X-FACTOR ON YOU!



MEANWHILE, SCOTT AND JEAN RETURN TO THE HOSPITAL AS WARREN IS WHEELED FROM THE OPERATING ROOM...



DOCTOR? DOCTOR JAMES? HOW DID IT GO?



WE DID WHAT WE COULD TO SAVE HIM, BUT IT'S NO USE...



...THE WINGS WILL HAVE TO COME OFF!

NEXT ISSUE: ICEMAN AND BEAST RUSH TO BOOM BOOM'S RESCUE--WATCH OUT, VANISHER! JEAN GOES TO FIND HER SISTER AND SCOTT REACHES AN IMPORTANT DECISION! PLUS THE TRAGEDY OF ANGEL! NOT AN ISSUE YOU'LL WANT TO MISS!

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THE MUTANT MASSACRE CONTINUES! DAREDEVIL



THE TIGER LIVES BY
FANG AND CLAW.

FIVE HUNDRED POUNDS OF
TENSED SINEW AND COILED
POWER, HE IS VIOLENCE
EVEN IN REPOSE.

HE SLEEPS, MATES,
HUNTS, KILLS...
AND EATS.



WHEN IN CAPTIVITY OR
WHEN DOMESTICATED,
THE TIGER BEGINS TO EX-
HIBIT INNATURAL BE-
HAVIOR. HE PACES THE
LIMITS OF HIS TURF,
EATS STONES AND DIRT,
ATTACKS WITHOUT
PROVOCATION, CONSUMES
HIS OWN WASTE.

BUT THAT IS THE
ANIMAL.

THIS IS THE MAN.

Stan Lee presents
**IT COMES
WITH THE
CLAWS**

ANN NOCENTI
WRITER

SAL BUSCEMA & STEVE LEIALOHA
ARTISTS

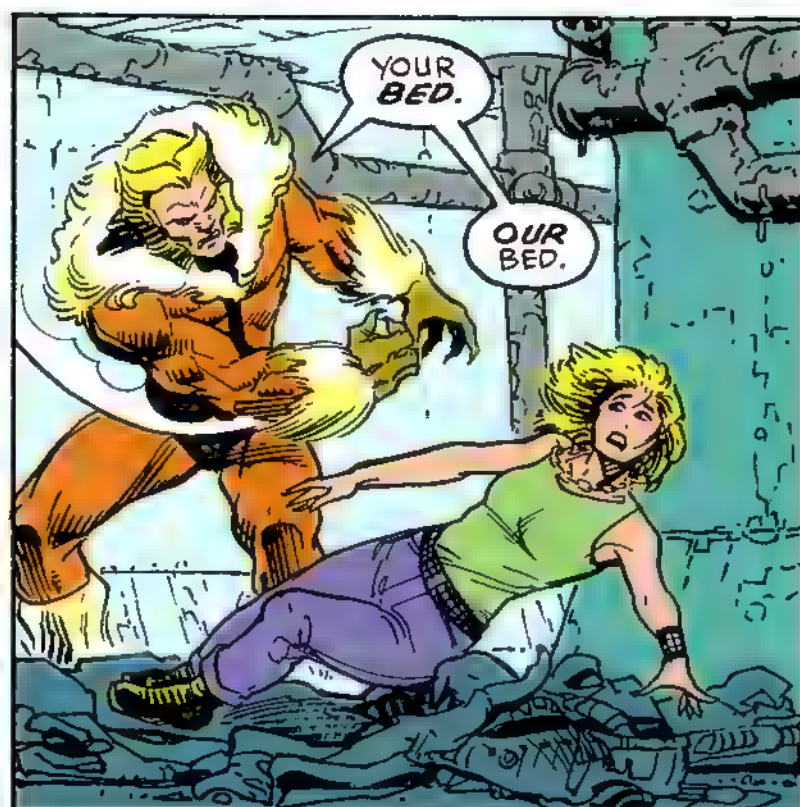
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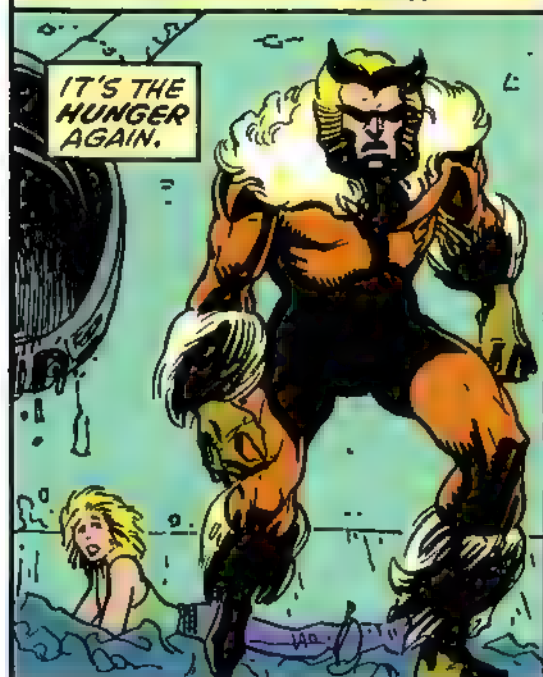
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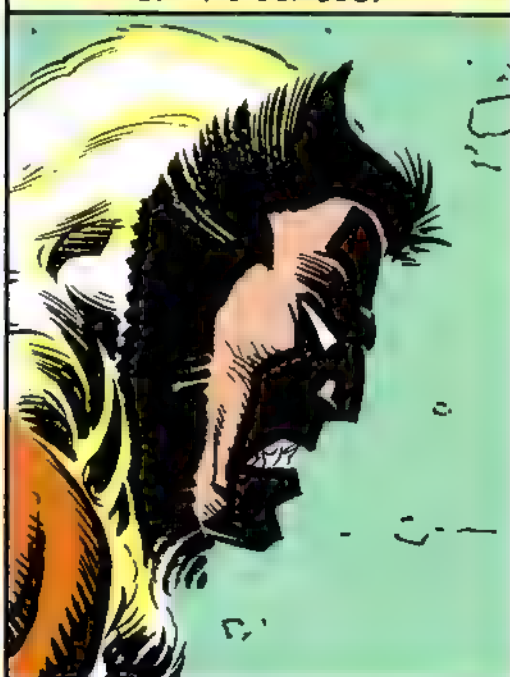




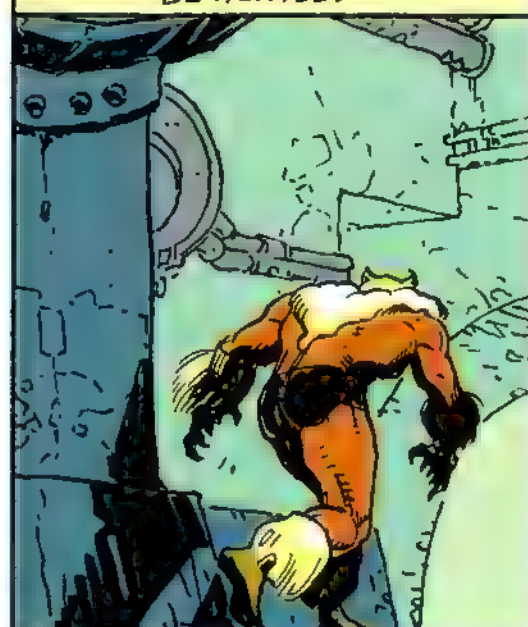
SOMETHING IS MISSING. HIS LIPS CURL AND A FERAL RUMBLE ROLLS DEEP IN HIS CHEST.



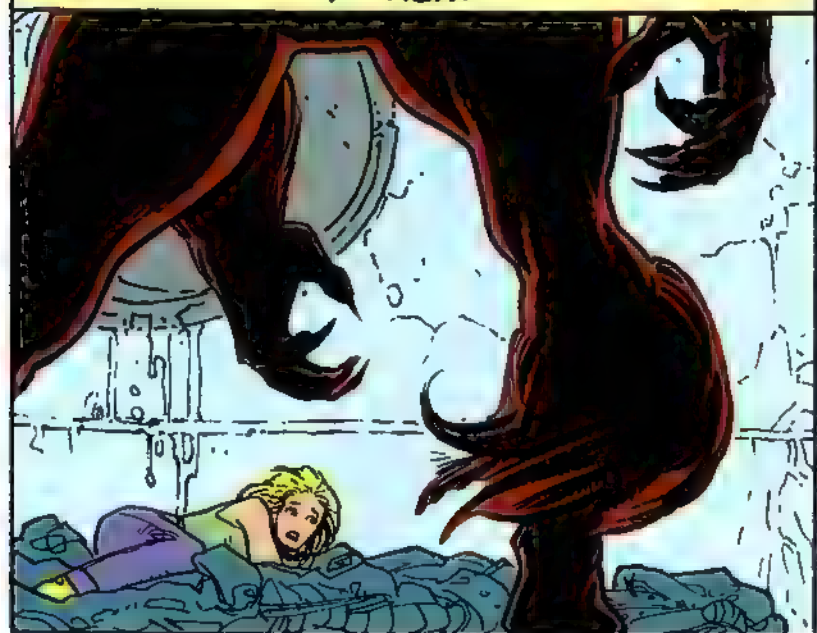
THE MAN WHO GOES BY THE NAME OF AN EXTINCT TIGER OPENS UP HIS SENSES.



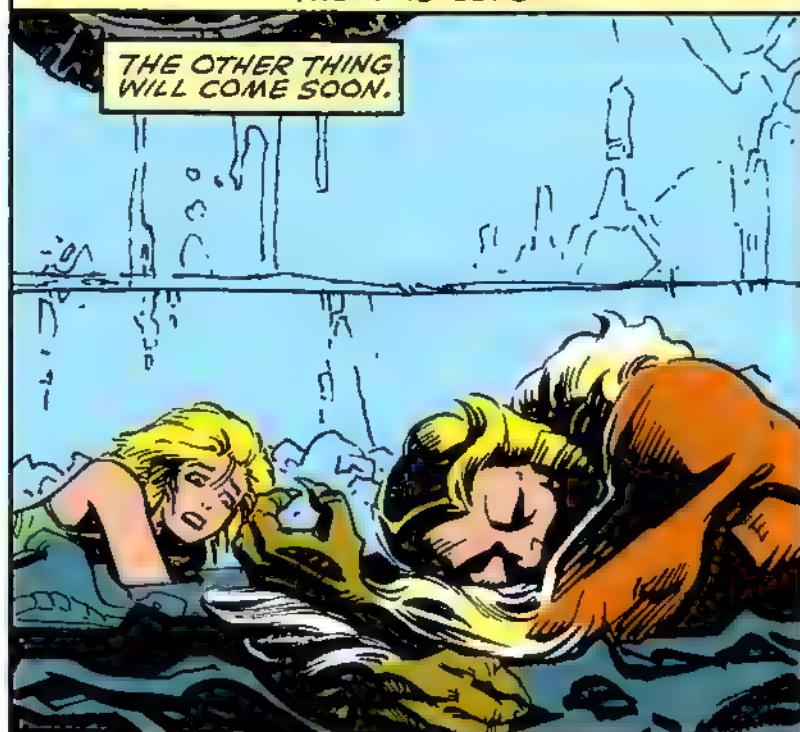
WITHIN SECONDS HE TASTES SMELLS HEARS ALL HE NEEDS TO. THE TUNNELS ARE EMPTY FOR MILES. NOTHING TO HUNT OR BE HUNTED.

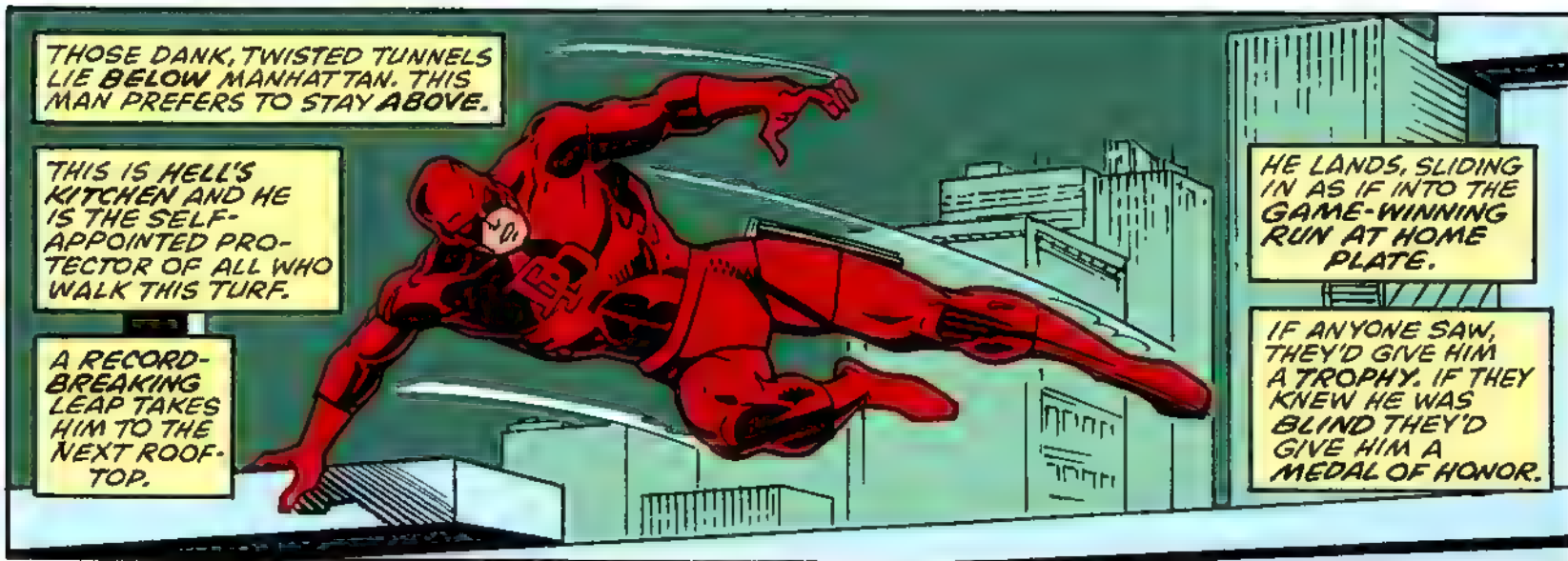


HE IS SABERTOOTH AND HE LIKES TO KILL. SO HE TRIES TO GET PAID FOR IT. THESE DAYS, THE BIG MONEY IS BEING PAID TO KILL MUTANTS. HE'S ALREADY SLAUGHTERED SOME MORLOCKS, AND IS WAITING FOR THE GO-AHEAD TO TAKE OUT THE X-MEN.



IN THE MEANTIME, THERE IS HIS MATE. AND THERE IS SLEEP.





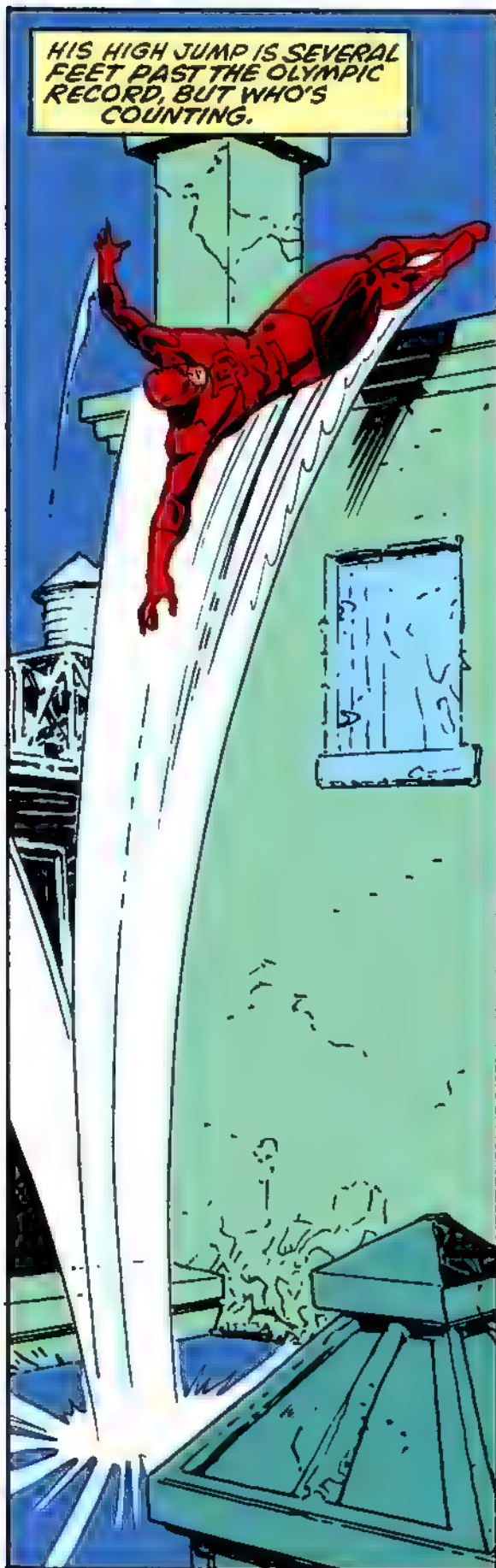
THOSE DANK, TWISTED TUNNELS LIE BELOW MANHATTAN. THIS MAN PREFERS TO STAY ABOVE.

THIS IS HELL'S KITCHEN AND HE IS THE SELF-APPOINTED PRO-TECTOR OF ALL WHO WALK THIS TURF.

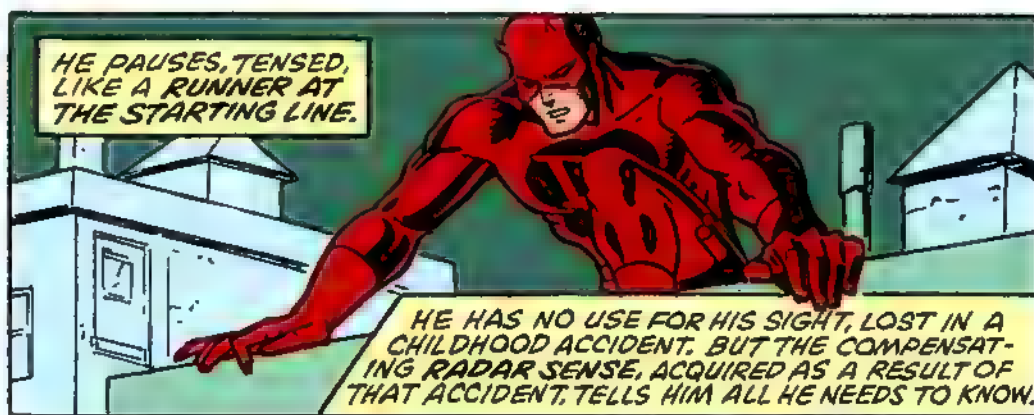
A RECORD-BREAKING LEAP TAKES HIM TO THE NEXT ROOF-TOP.

HE LANDS, SLIDING IN AS IF INTO THE GAME-WINNING RUN AT HOME PLATE.

IF ANYONE SAW, THEY'D GIVE HIM A TROPHY. IF THEY KNEW HE WAS BLIND THEY'D GIVE HIM A MEDAL OF HONOR.



HIS HIGH JUMP IS SEVERAL FEET PAST THE OLYMPIC RECORD, BUT WHO'S COUNTING.



HE PAUSES, TENSED, LIKE A RUNNER AT THE STARTING LINE.

HE HAS NO USE FOR HIS SIGHT, LOST IN A CHILDHOOD ACCIDENT, BUT THE COMPENSATING RADAR SENSE, ACQUIRED AS A RESULT OF THAT ACCIDENT, TELLS HIM ALL HE NEEDS TO KNOW.

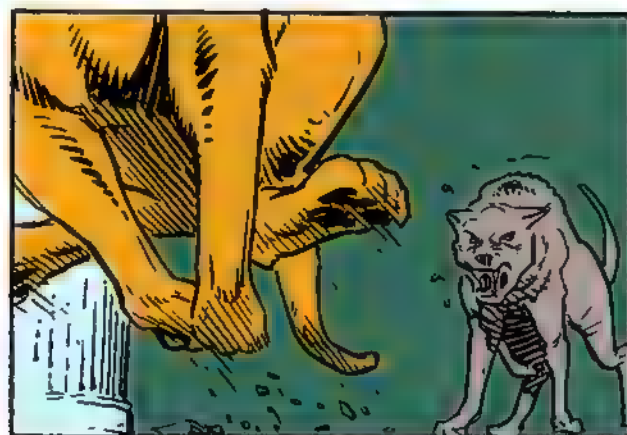


WELL, THIS IS ONE FIGHT I WON'T STOP.

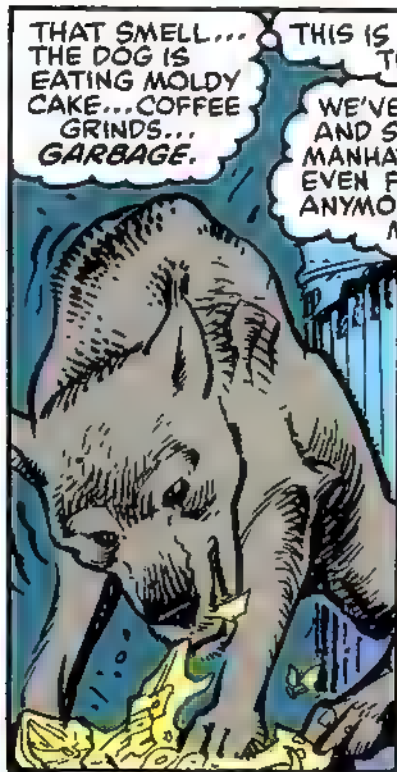
NONE OF MY BUSINESS.

GUESS THESE DOGS WOULD NEVER SHARE THIS ALLEY. ANIMALS ARE PRETTY SELFISH WHEN YOU THINK ABOUT IT.

AT LEAST IF MAN DOESN'T HAVE THE INSTINCT TO GIVE HE LEARNS HOW.



AND THE BETTER DOG WINS.



THAT SMELL... THE DOG IS EATING MOLDY CAKE... COFFEE GRINDS... **GARBAGE.**

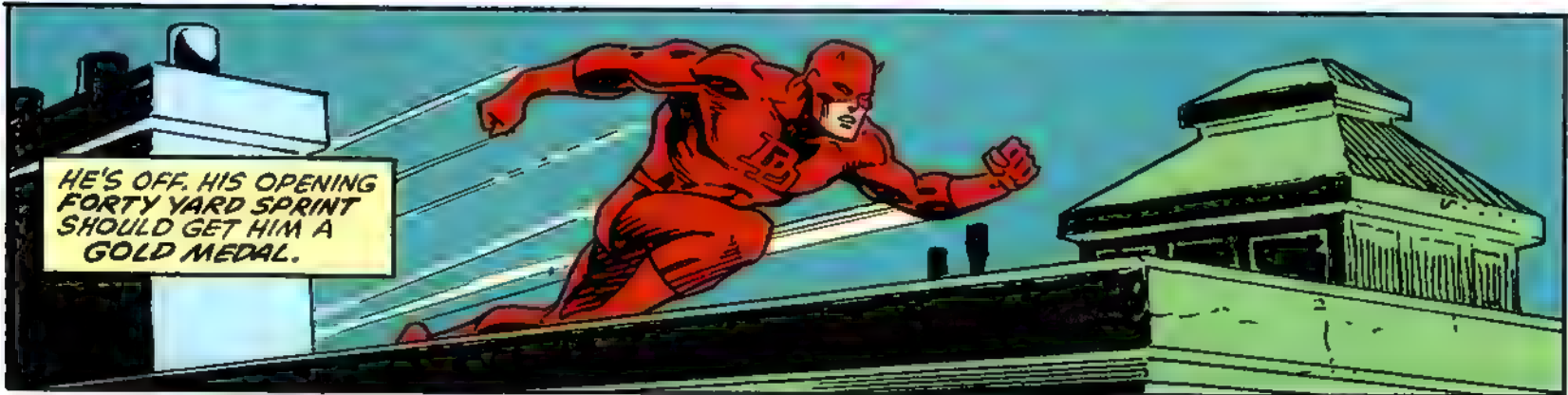


THIS IS THE *WILDLIFE* OF THE CITY. THE JUNGLE ANIMALS. WE'VE POURED SO MUCH CONCRETE AND STEEL ONTO THE *ISLAND* OF MANHATTAN IT SOMETIMES DOESN'T EVEN FEEL LIKE THE *PLANET EARTH* ANYMORE. NOTHING LEFT OF NATURE'S MORE BENEVOLENT SIDE.

AND THE BEASTS THAT DWELL HERE EAT **GARBAGE.**



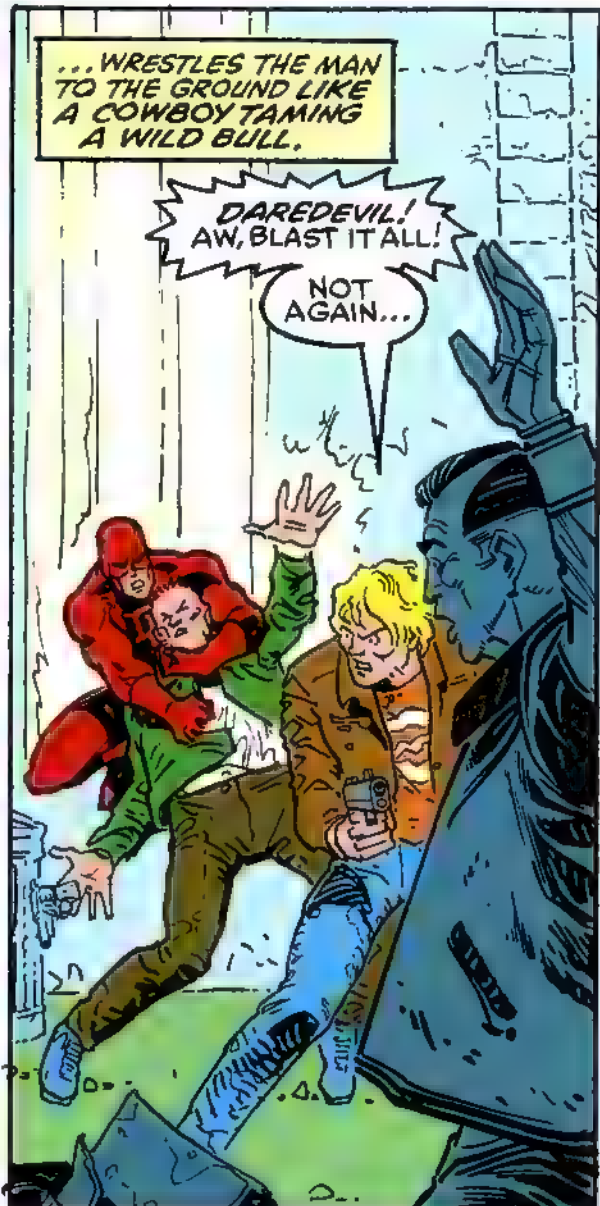
WHAT...? A THREAT... A CRY... THREE HEARTBEATS, THREE MEN, GUNPOWDER, ENOUGH FOR TWO GUNS, FOUR BLOCKS SOUTHWEST.



HE'S OFF. HIS OPENING FORTY YARD SPRINT SHOULD GET HIM A **GOLD MEDAL.**



HE LEAPS WITH THE EASE OF A **FIRST-PLACE GYMNAST...**



...WRESTLES THE MAN TO THE GROUND LIKE A COWBOY TAMING A WILD BULL.

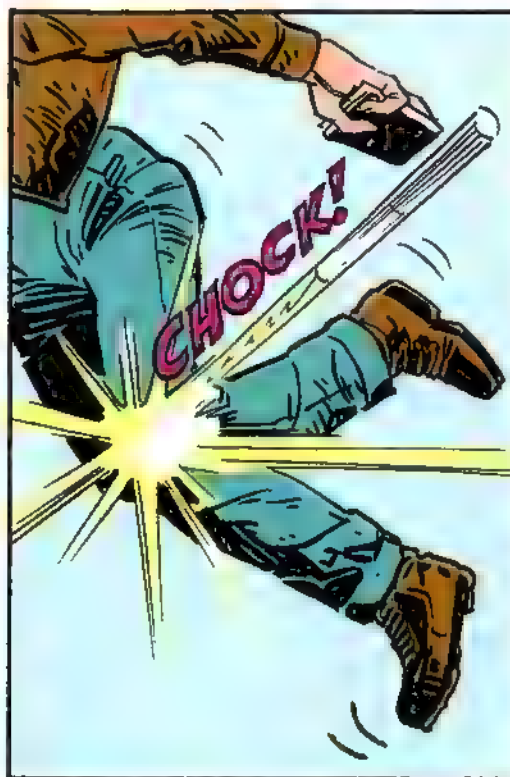
DAREDEVIL!
AW, BLAST IT ALL!

NOT AGAIN...

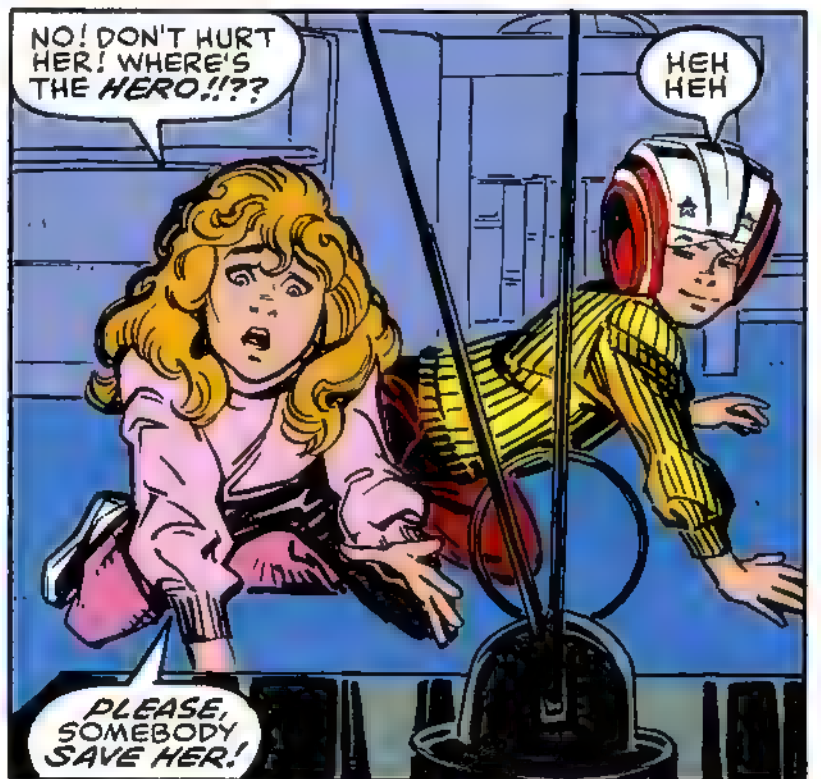
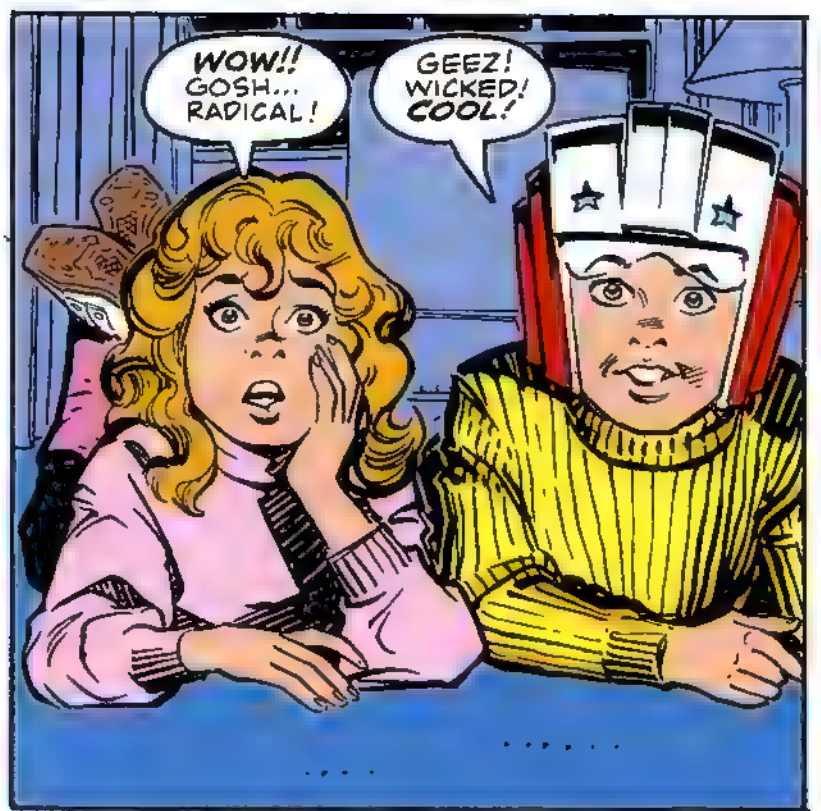
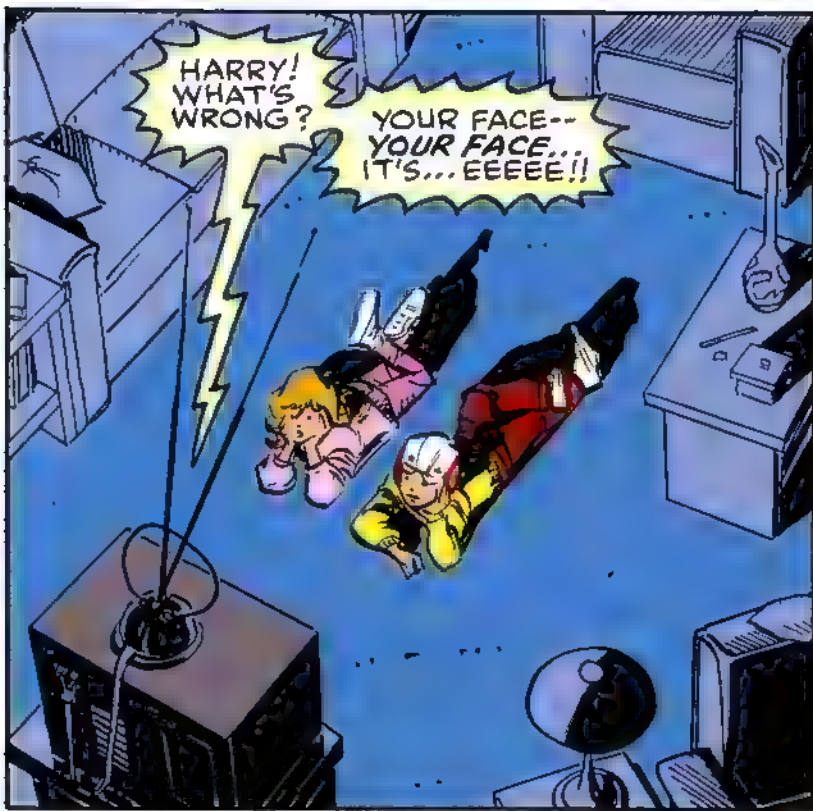


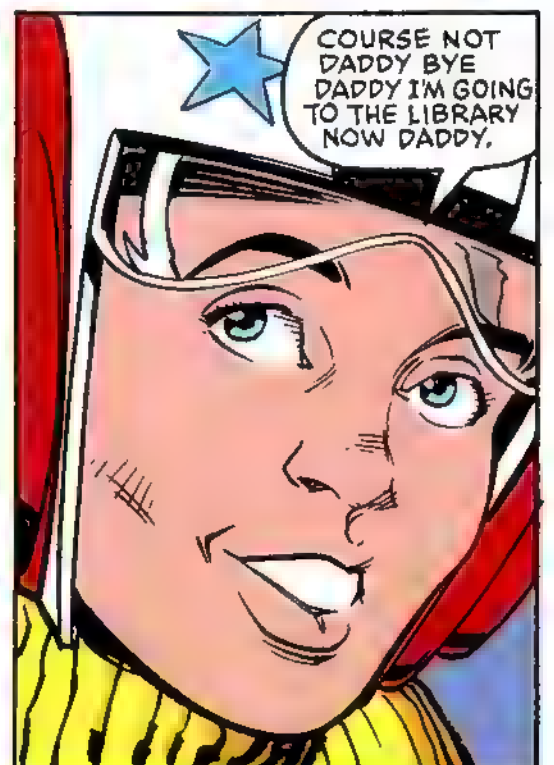
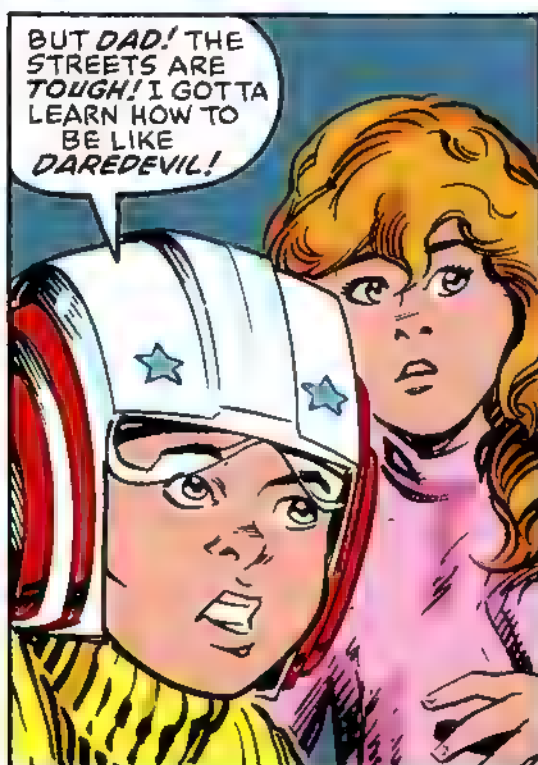
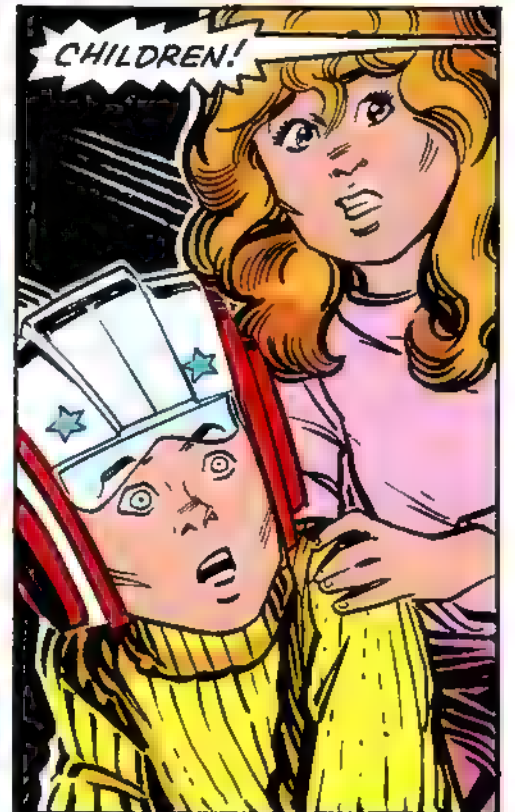
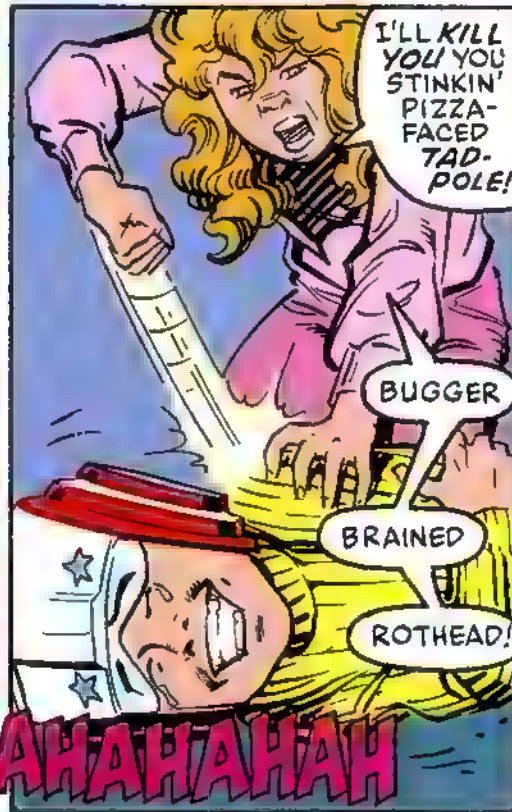
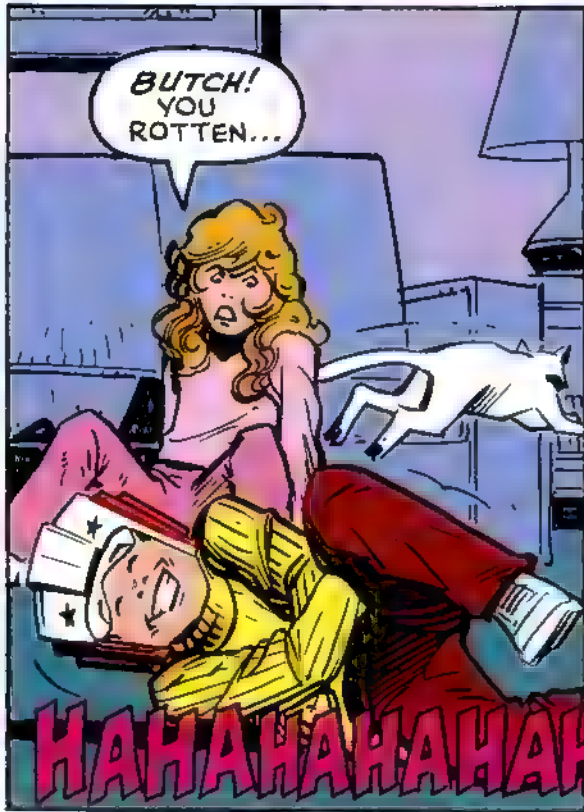
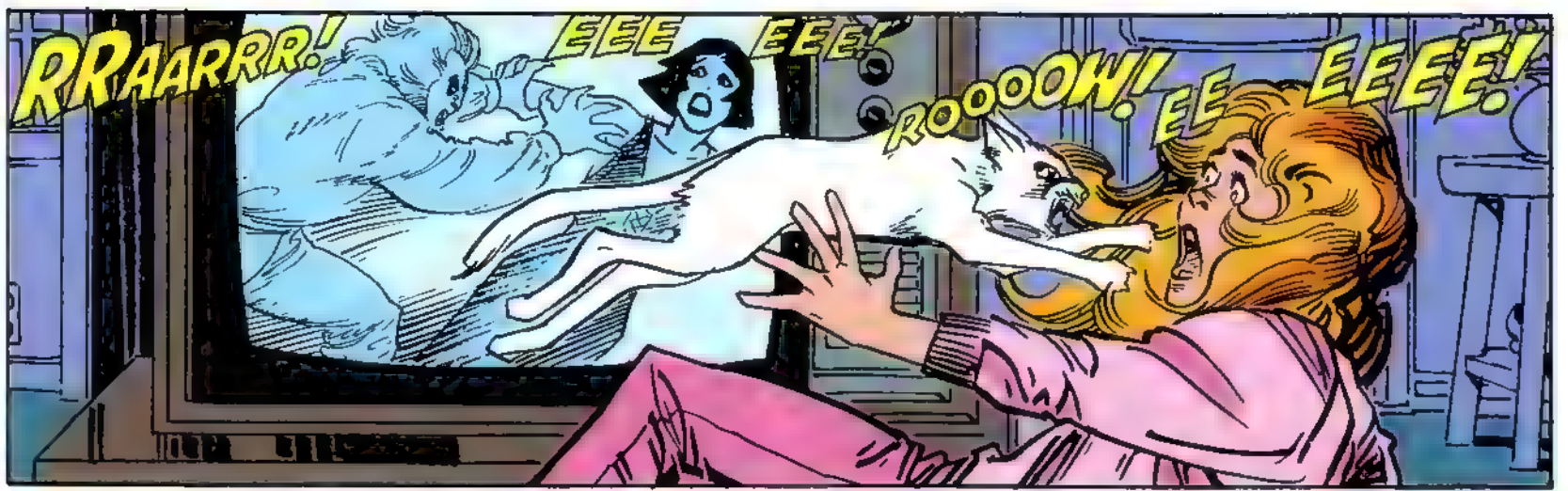
YES, AGAIN.

MAY I BORROW YOUR BELT?

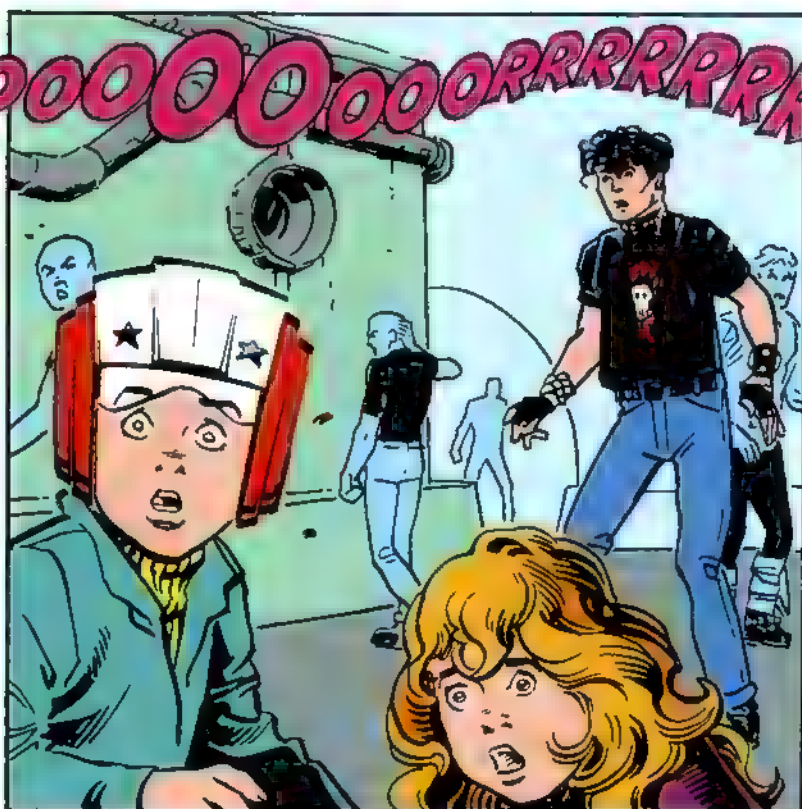
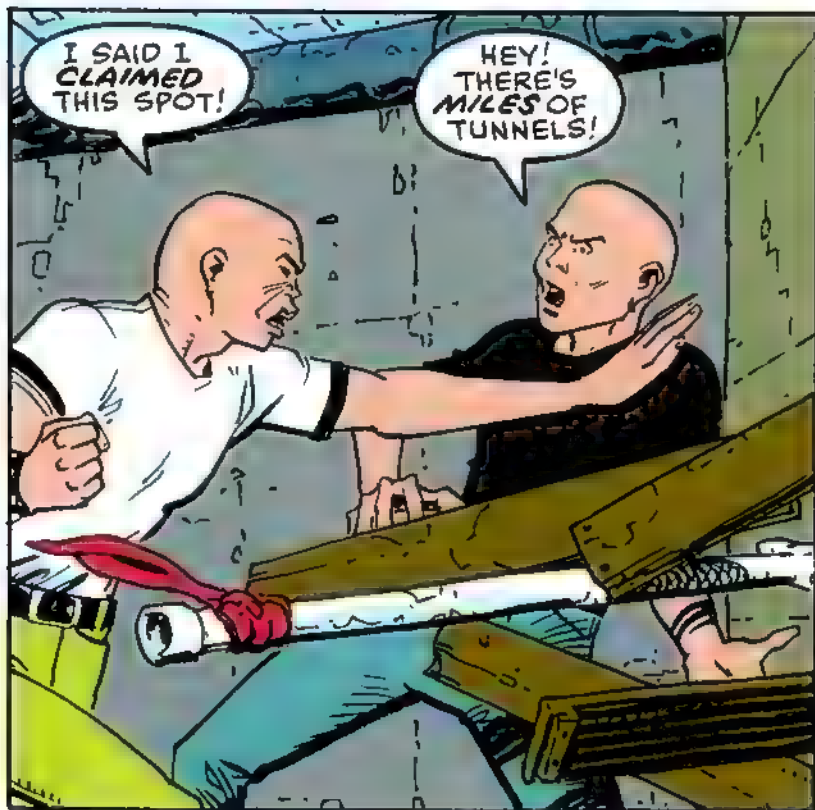


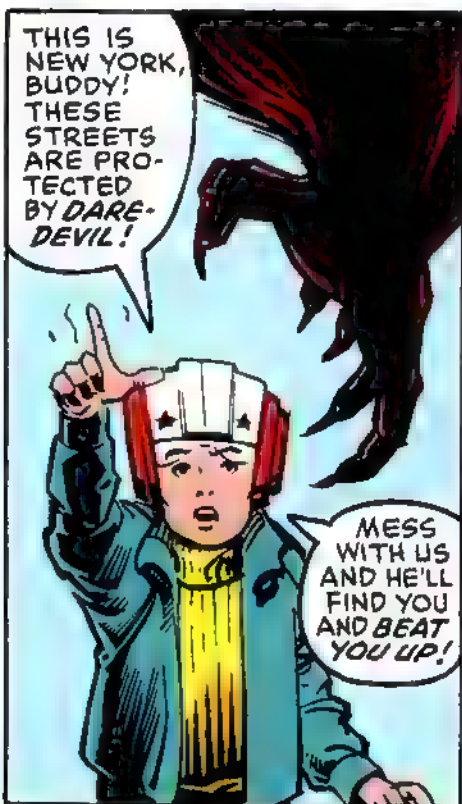
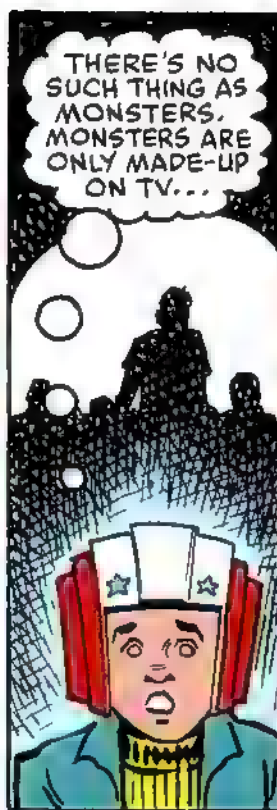




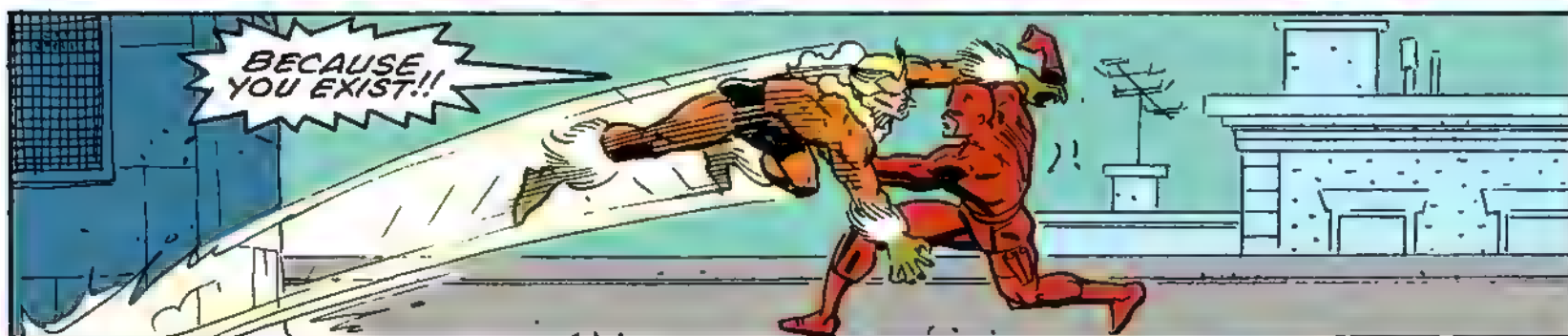
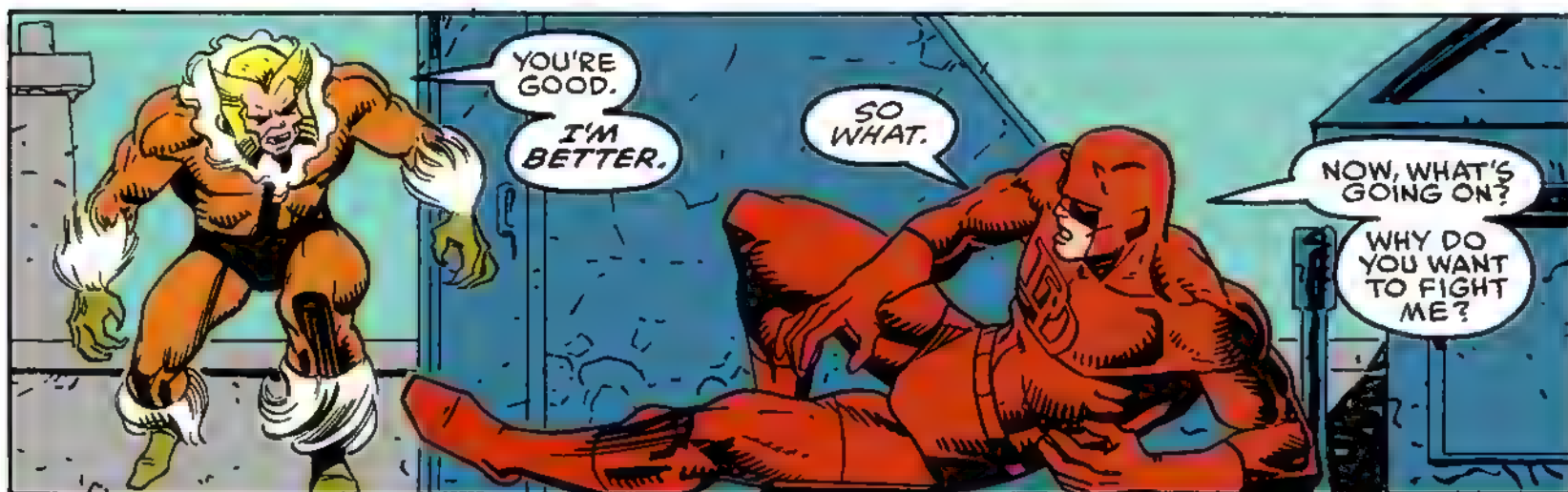












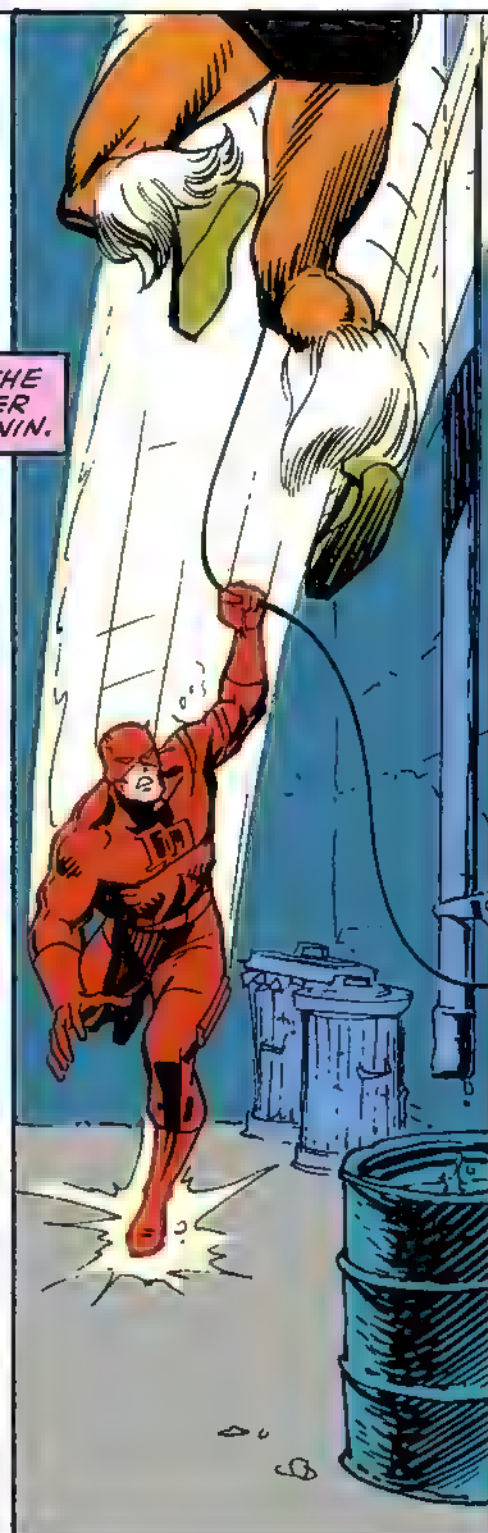
ONE MAN--THE TRAINED MAN.
THE OLYMPIC-LEVEL ATHLETE.
THE SKILLED SPORTSMAN. THE
GYMNAST. ACROBAT. MARTIAL
ARTIST. FIGHTER.

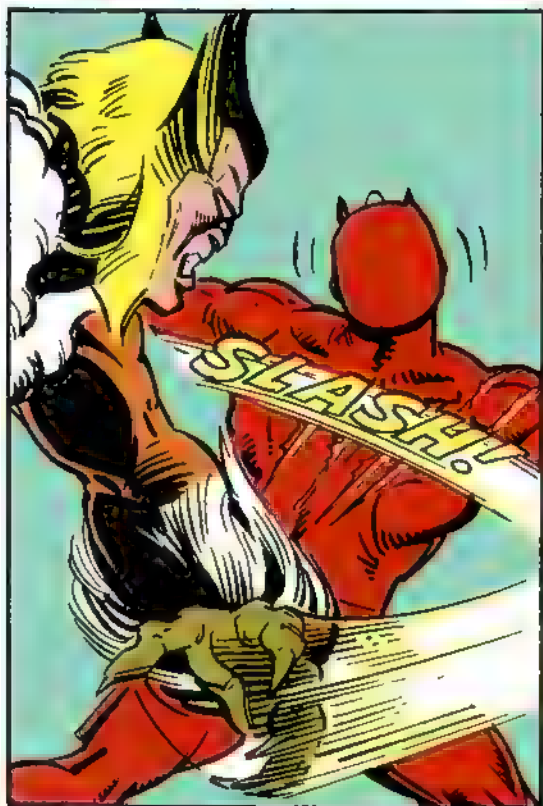
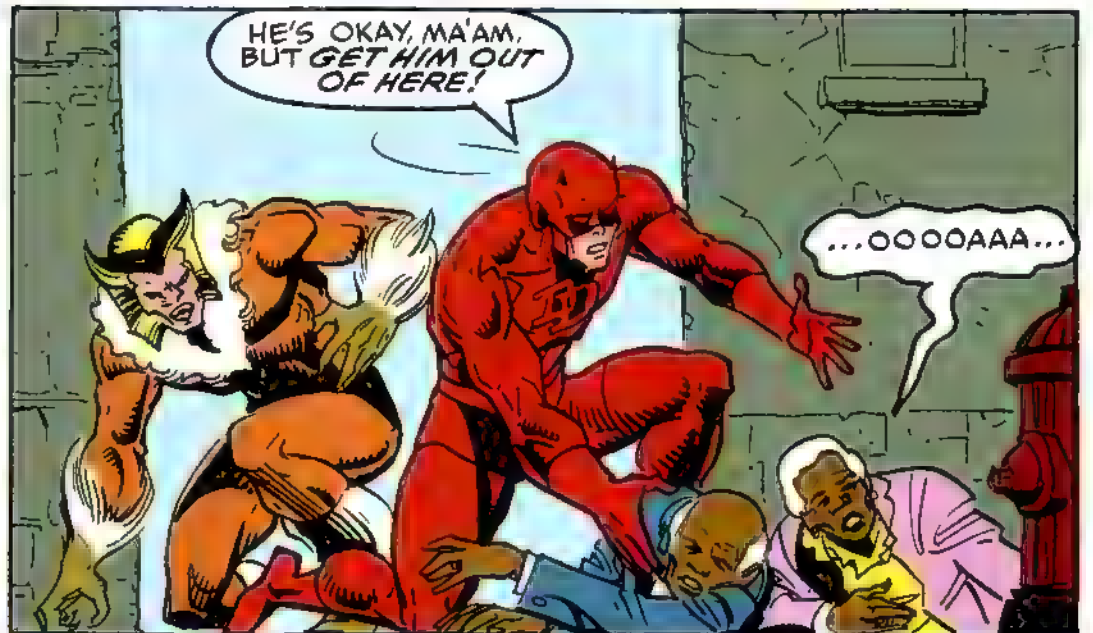
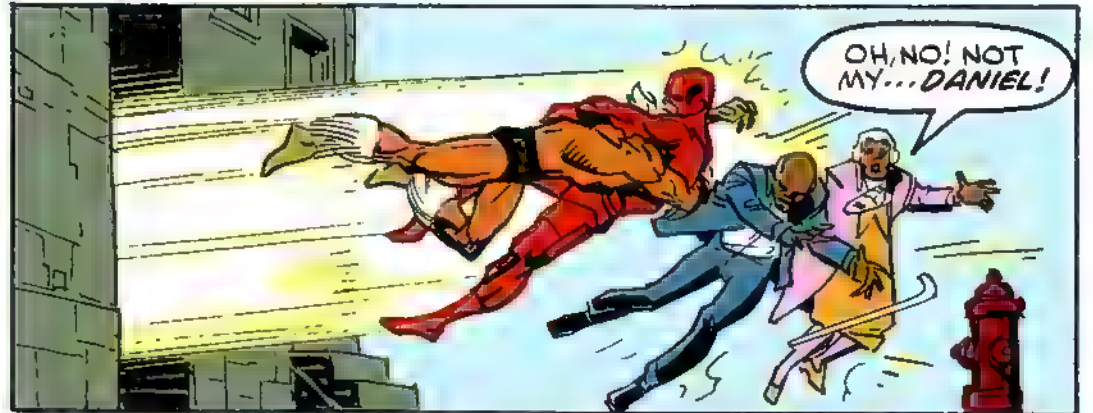
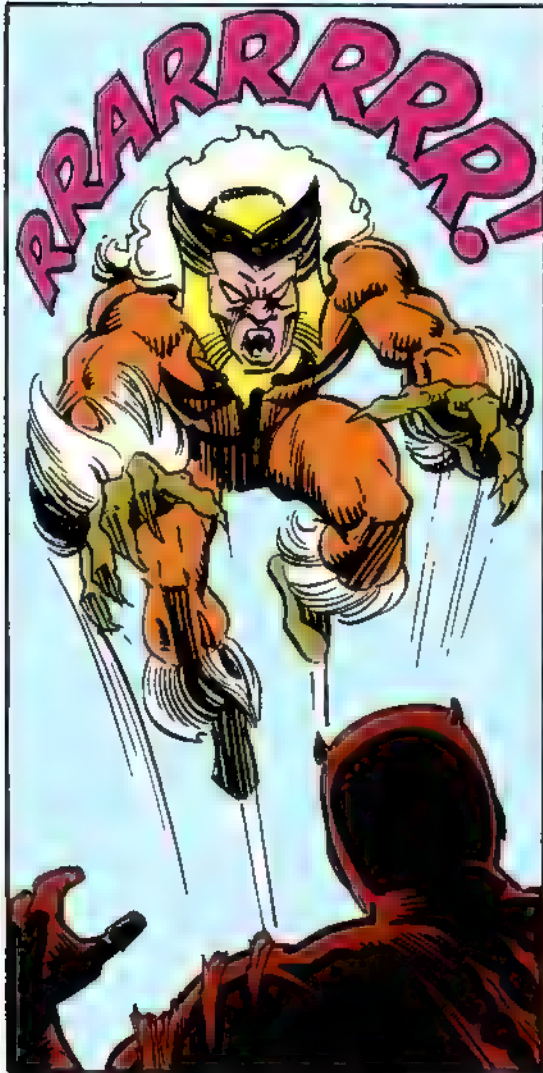
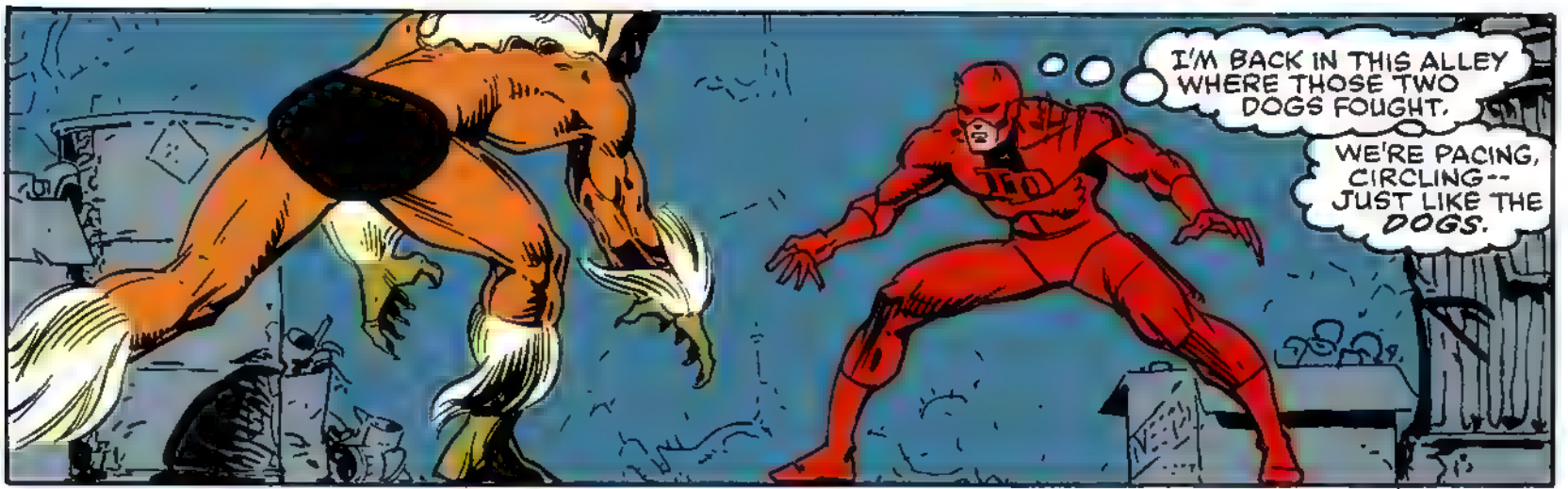


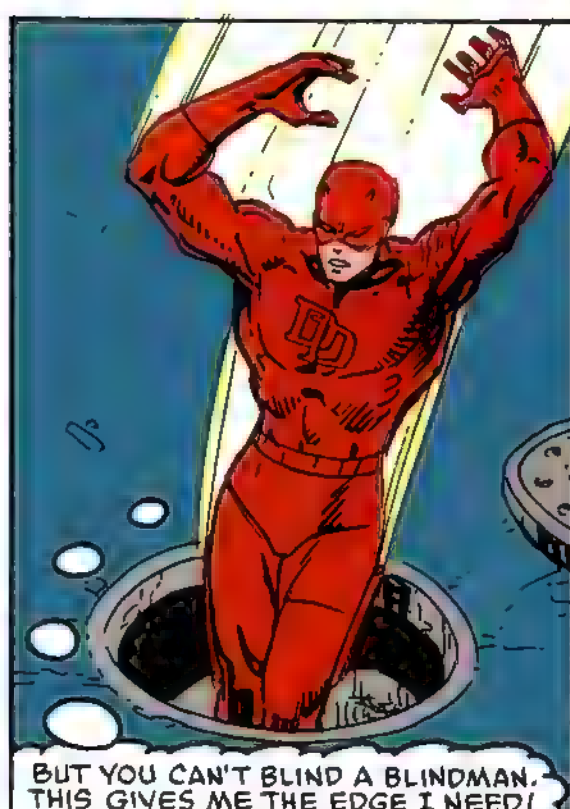
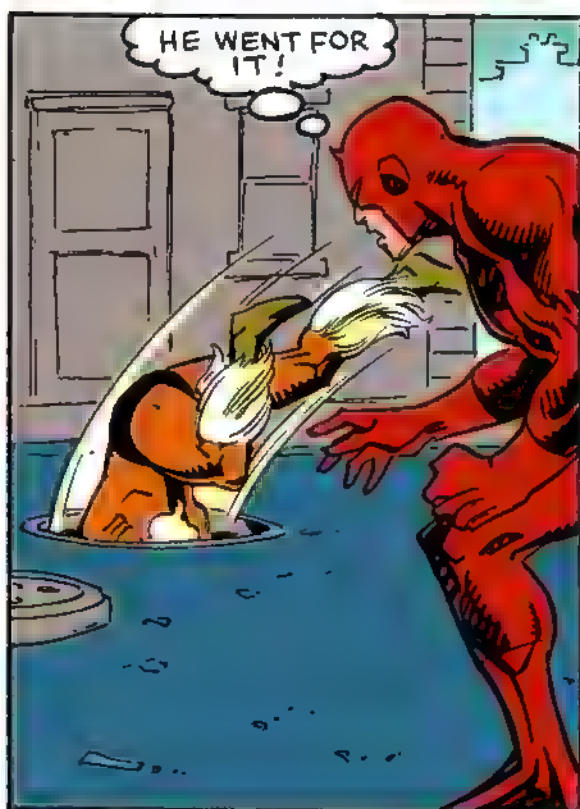
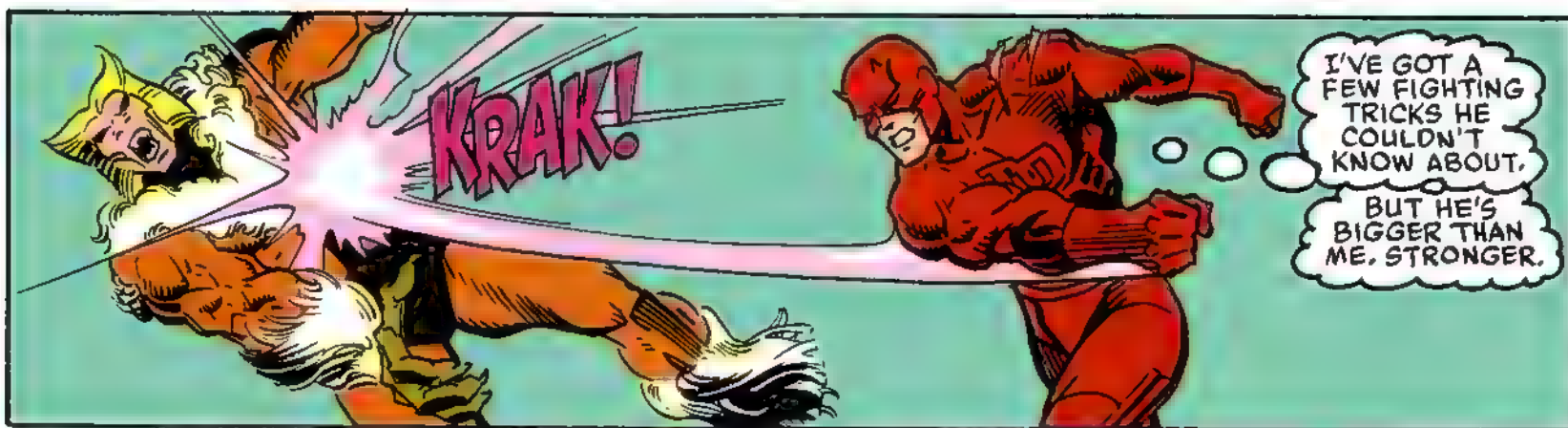
AGAINST INBORN
GUTS, VISCERAL
INSTINCT, PURE
BRAVADO.

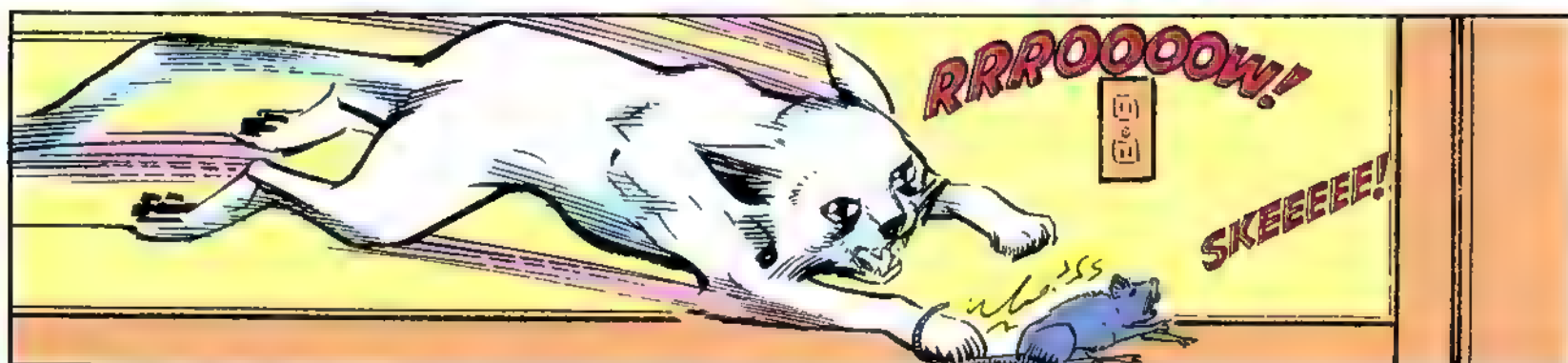
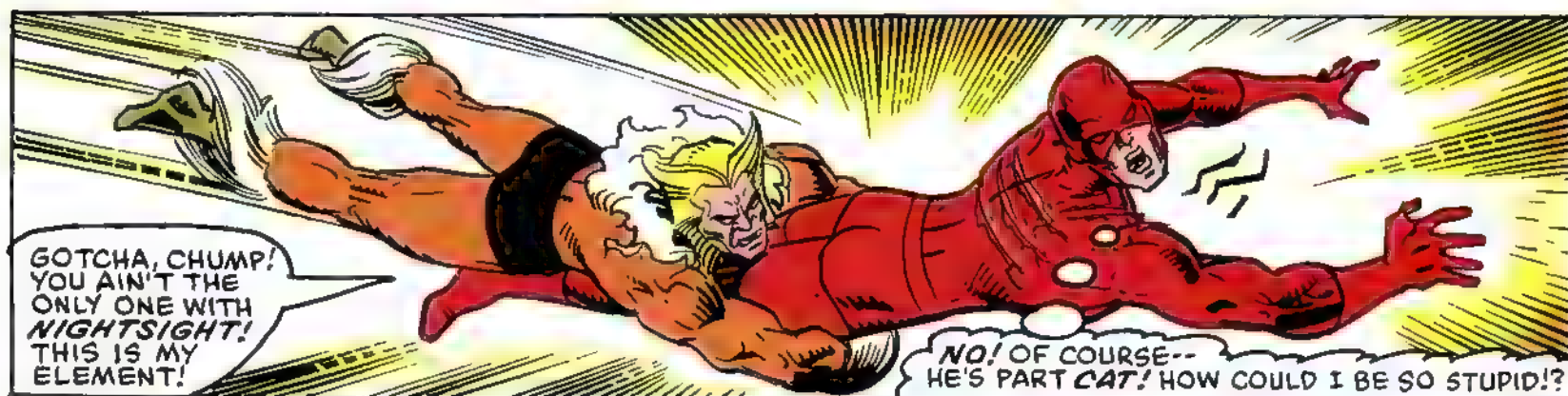


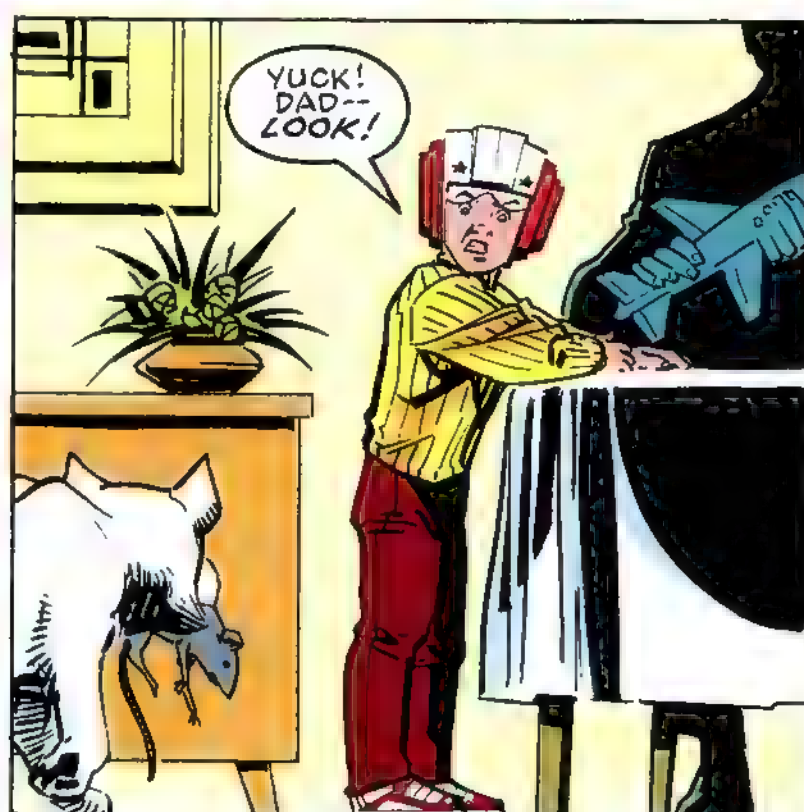
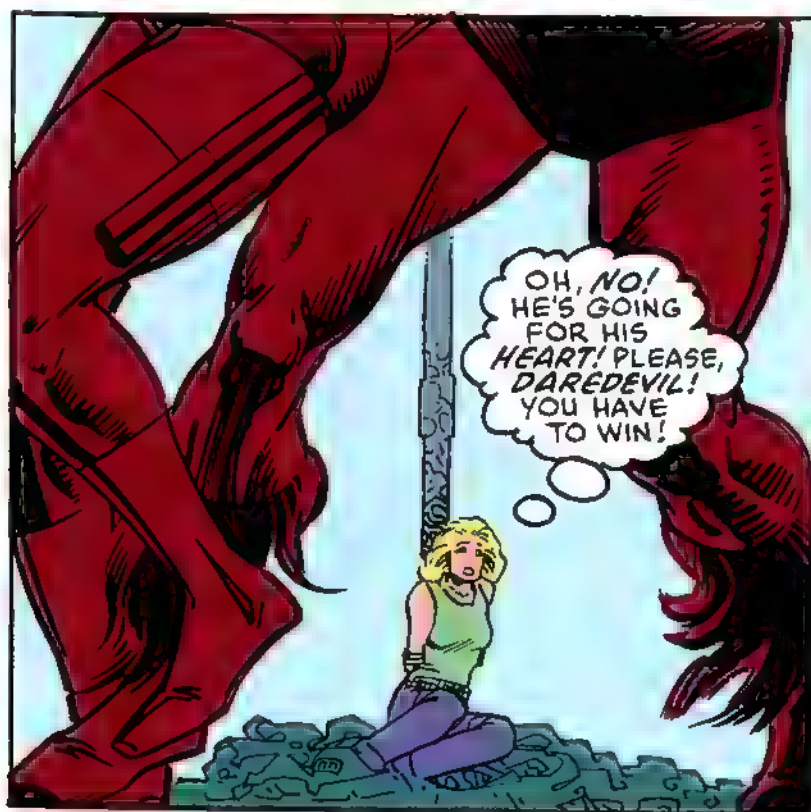
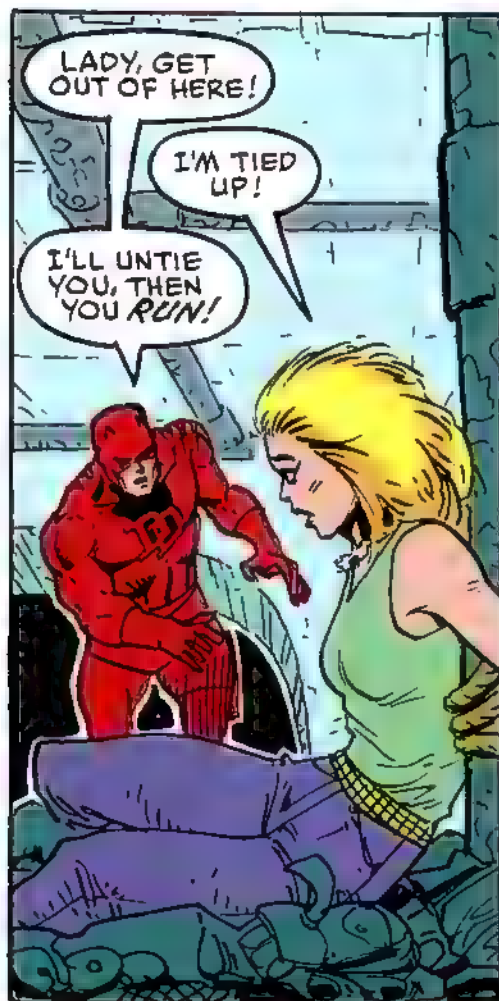
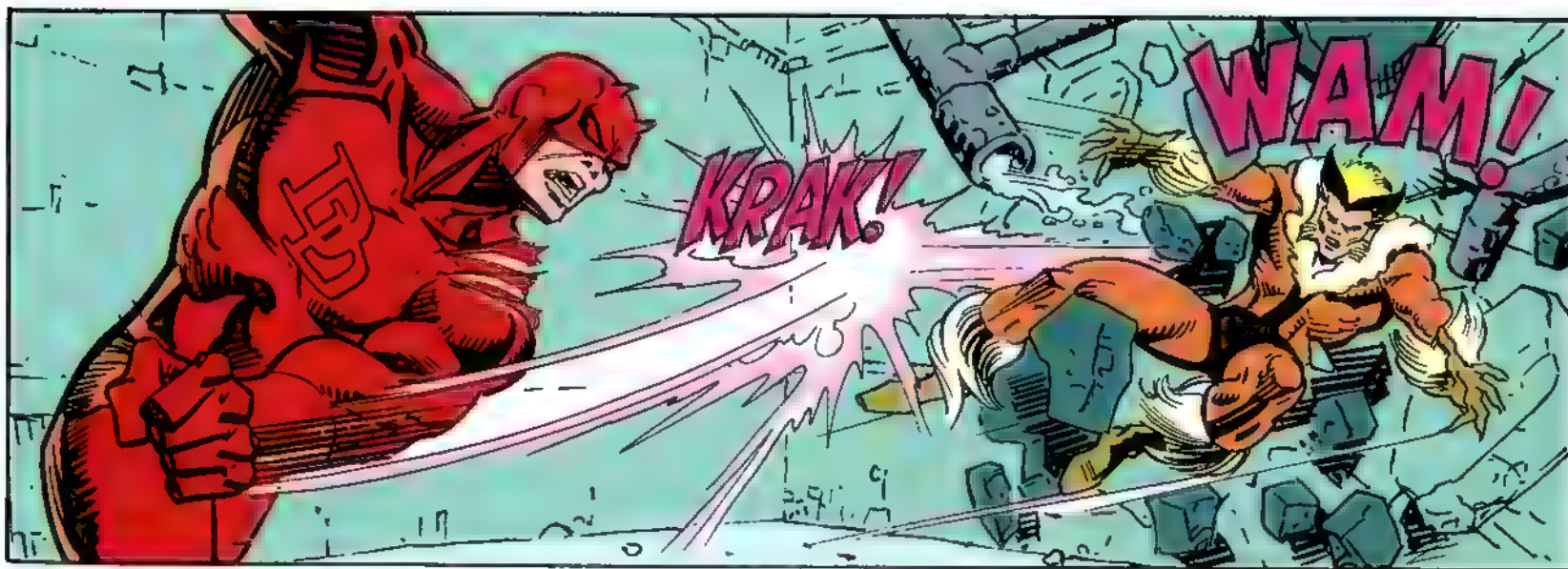
MAY THE
BETTER
MAN WIN.

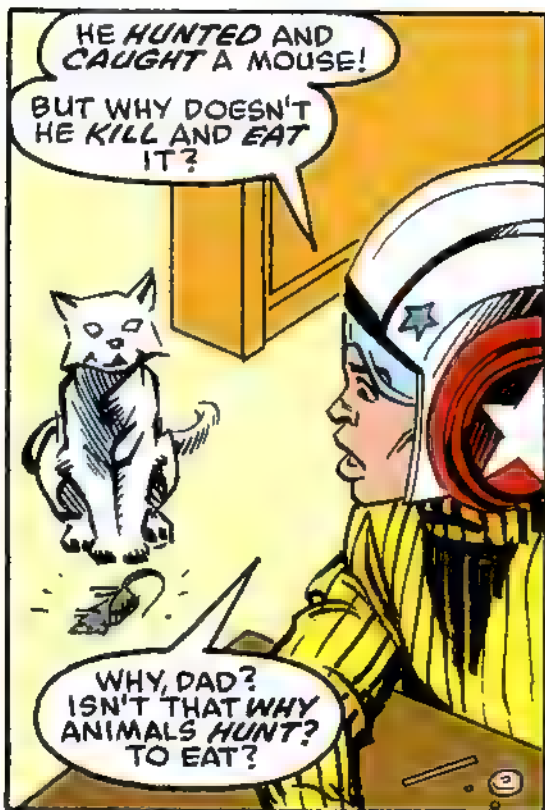


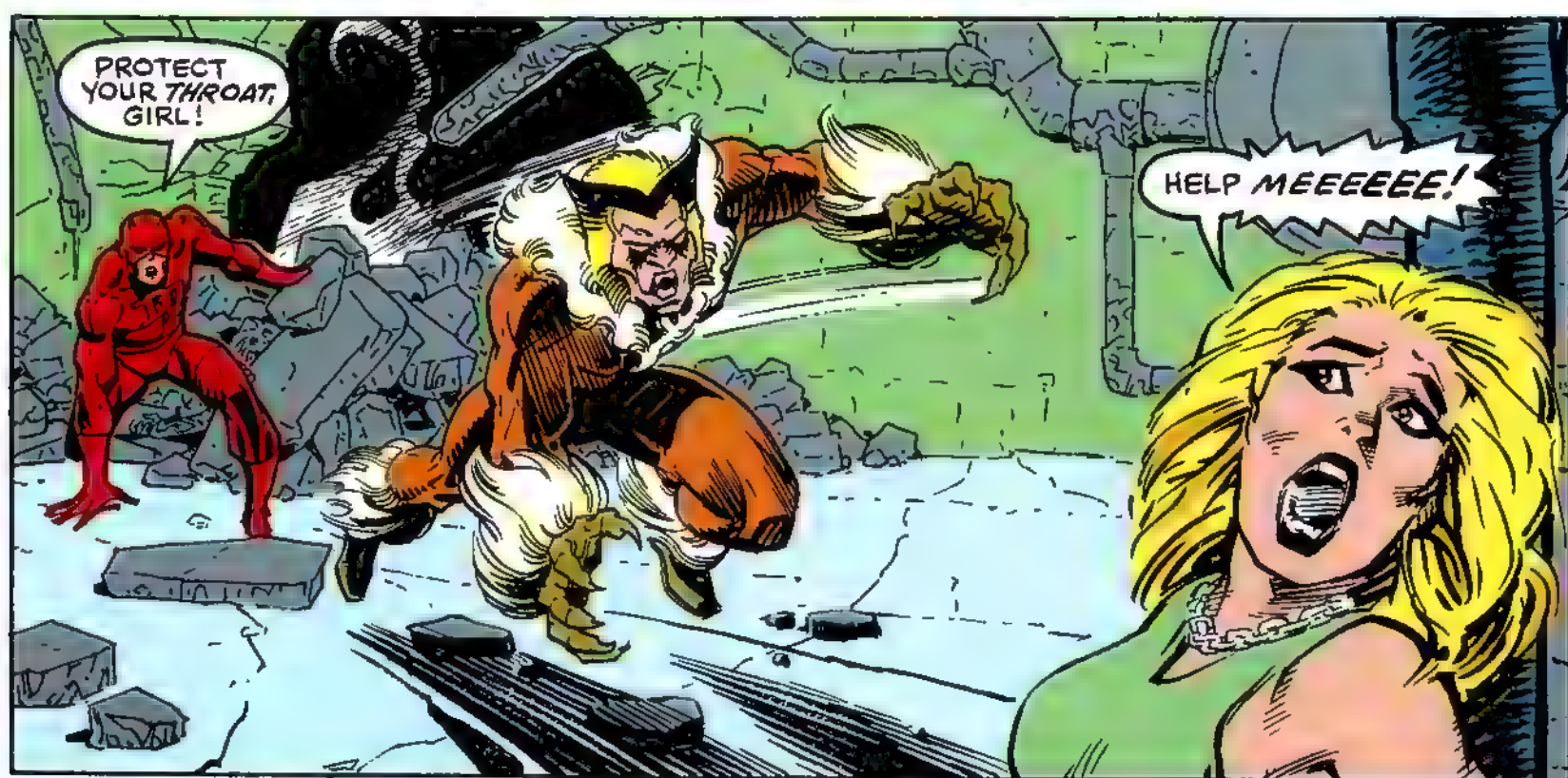


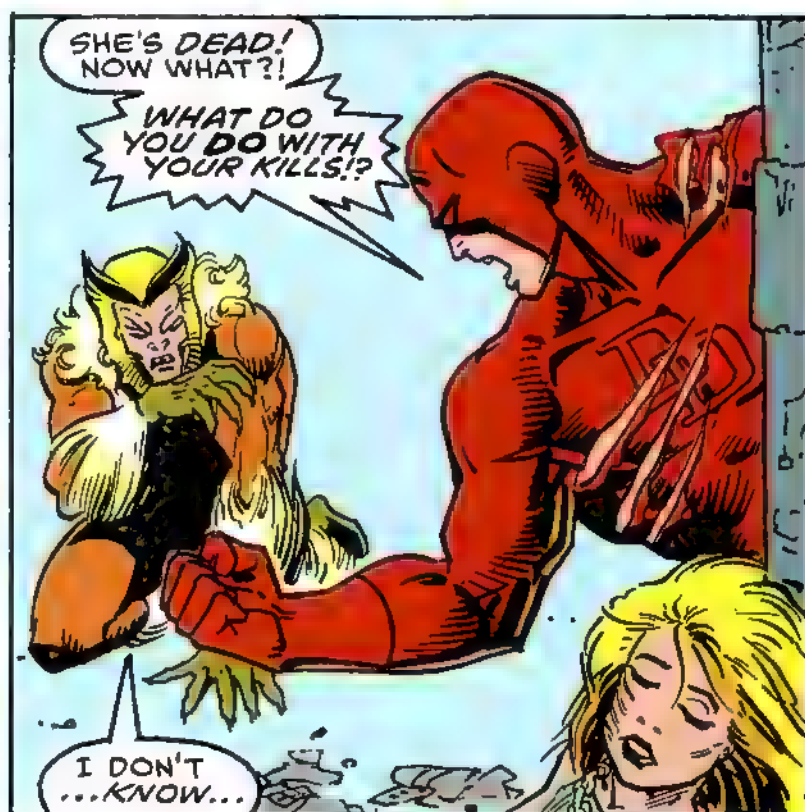
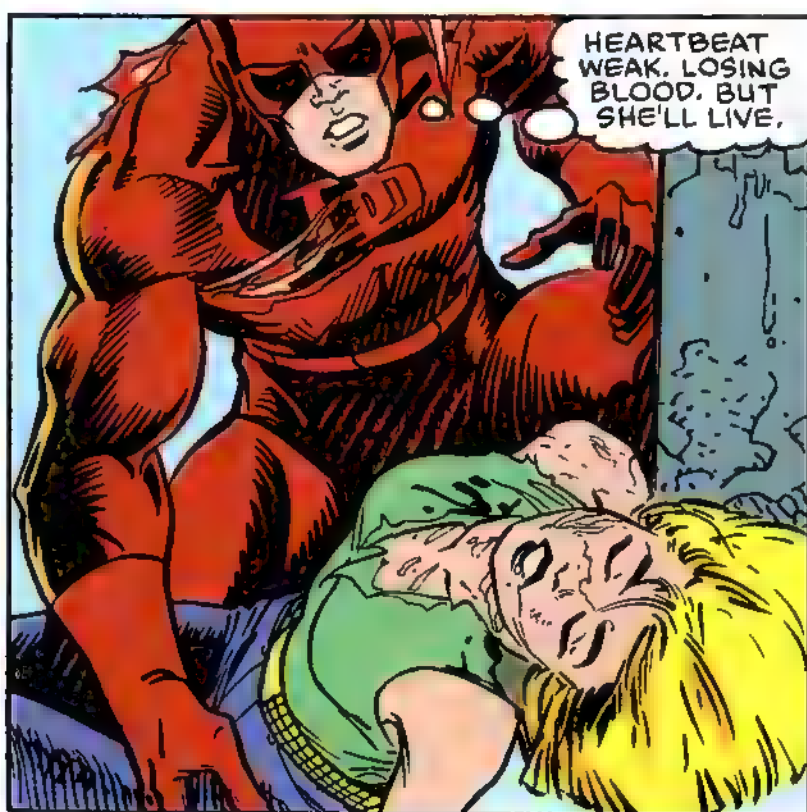
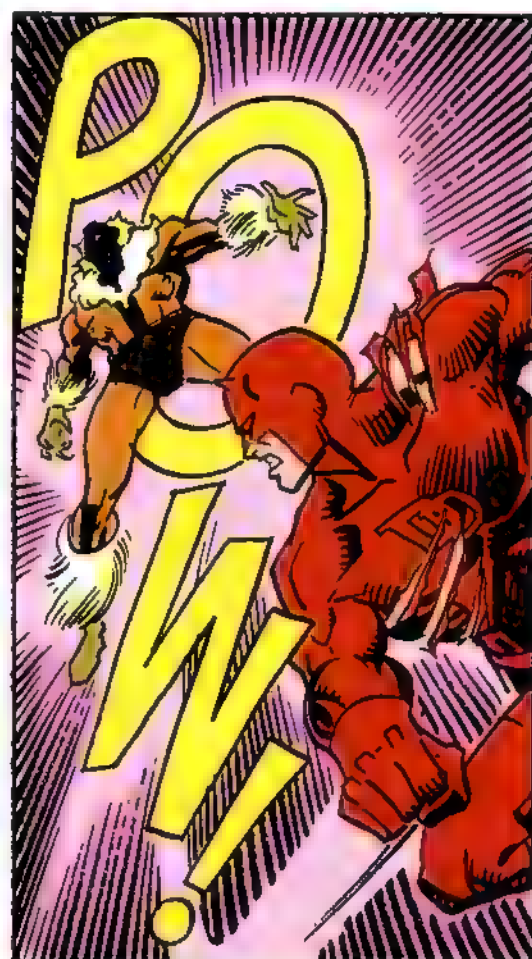
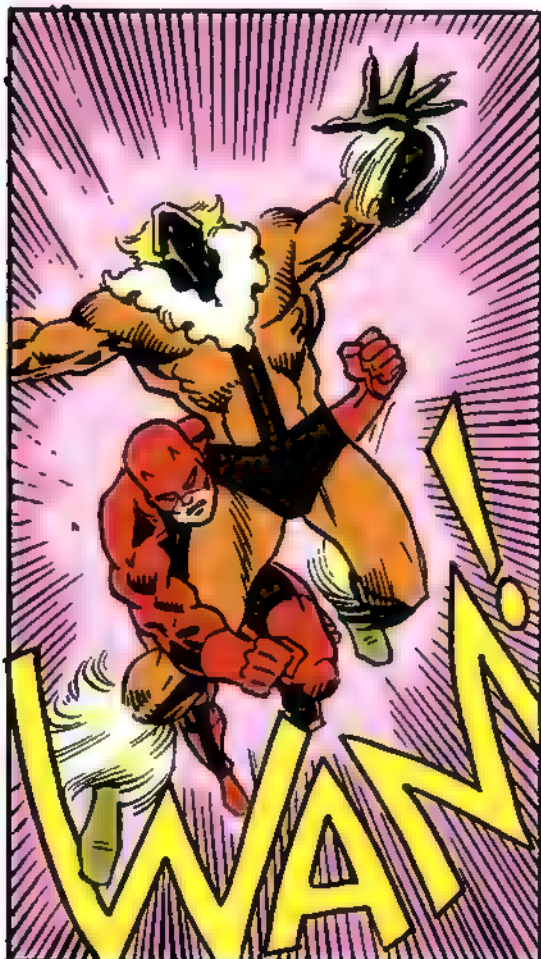
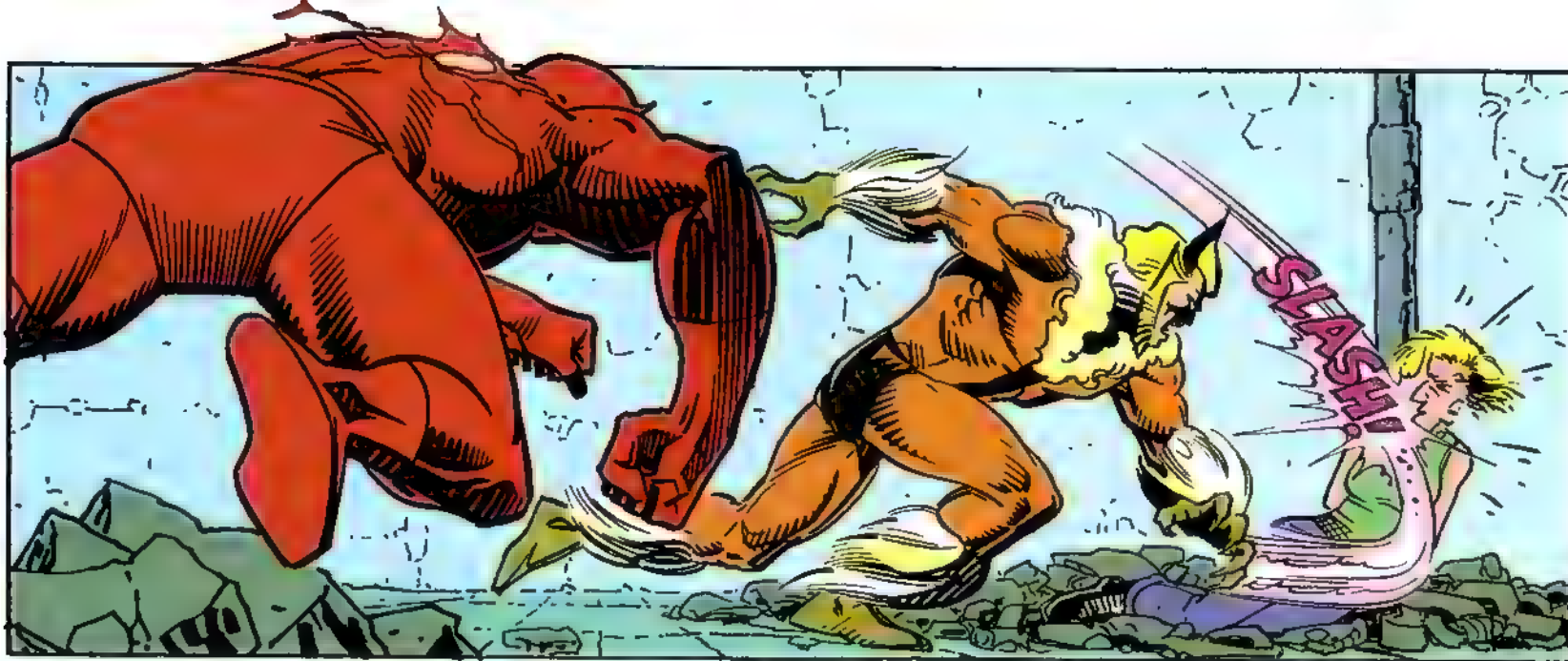


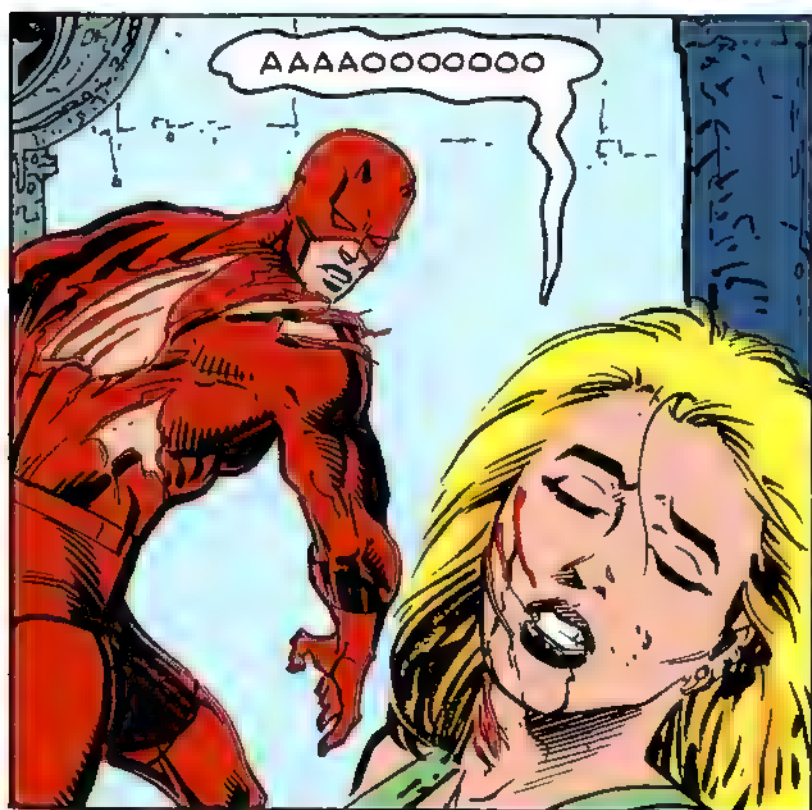


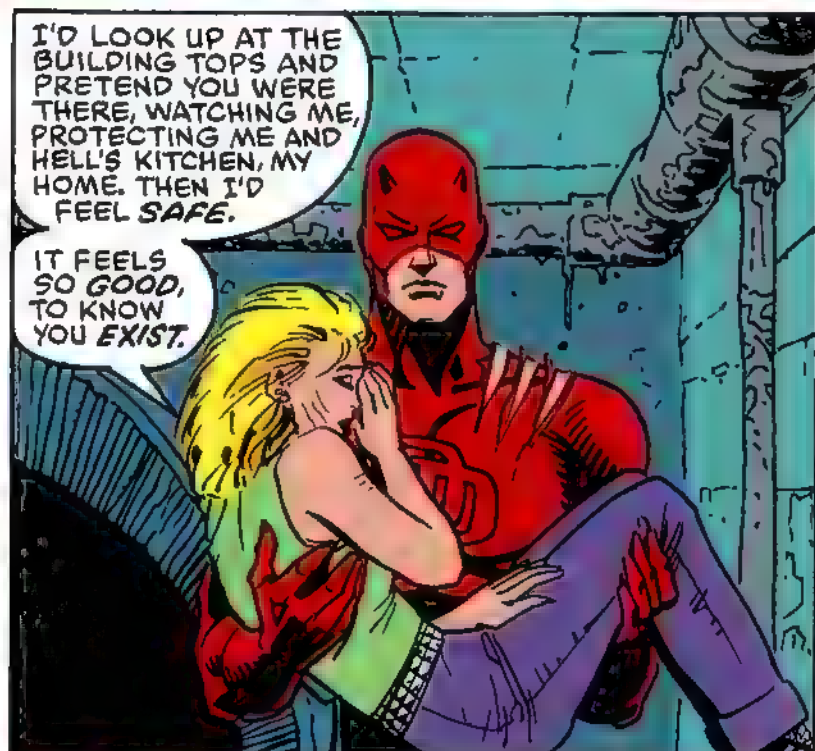
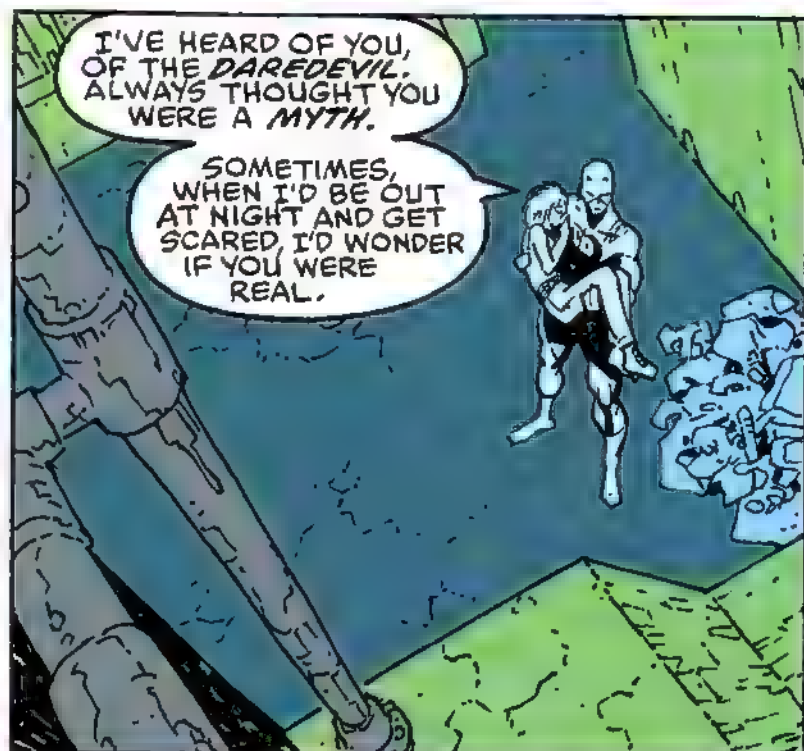
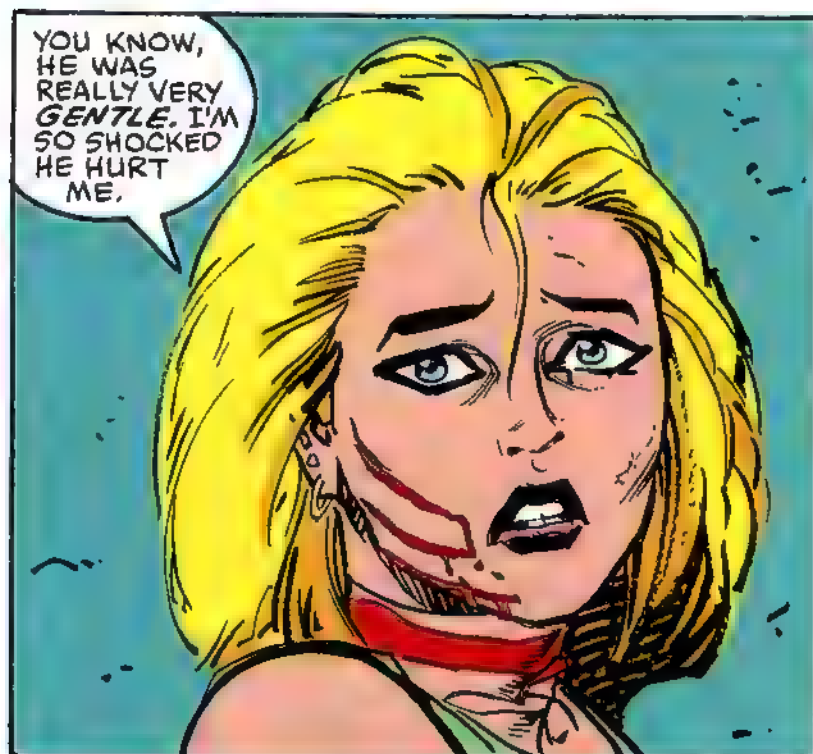
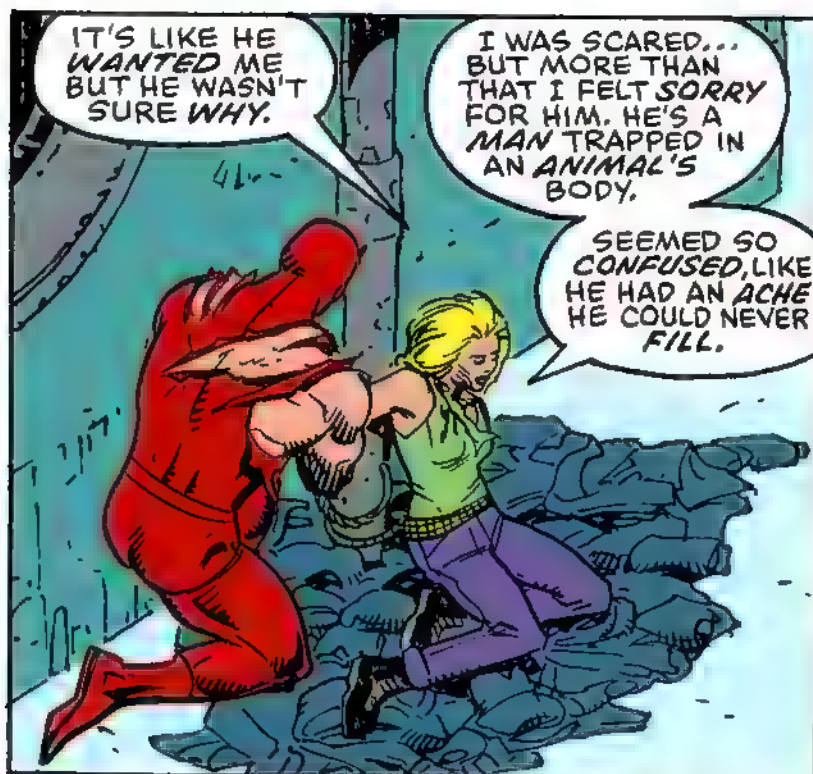












NEXT: MEET ROTGUT!!

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THE UNCANNY

X-MEN[®]



ABERNATHY/SPENCER

STAN LEE
PRESENTS

PSYLOCKE

STARRING THE
UNCANNY X-MEN

I AM A
STRANGER
HERE.

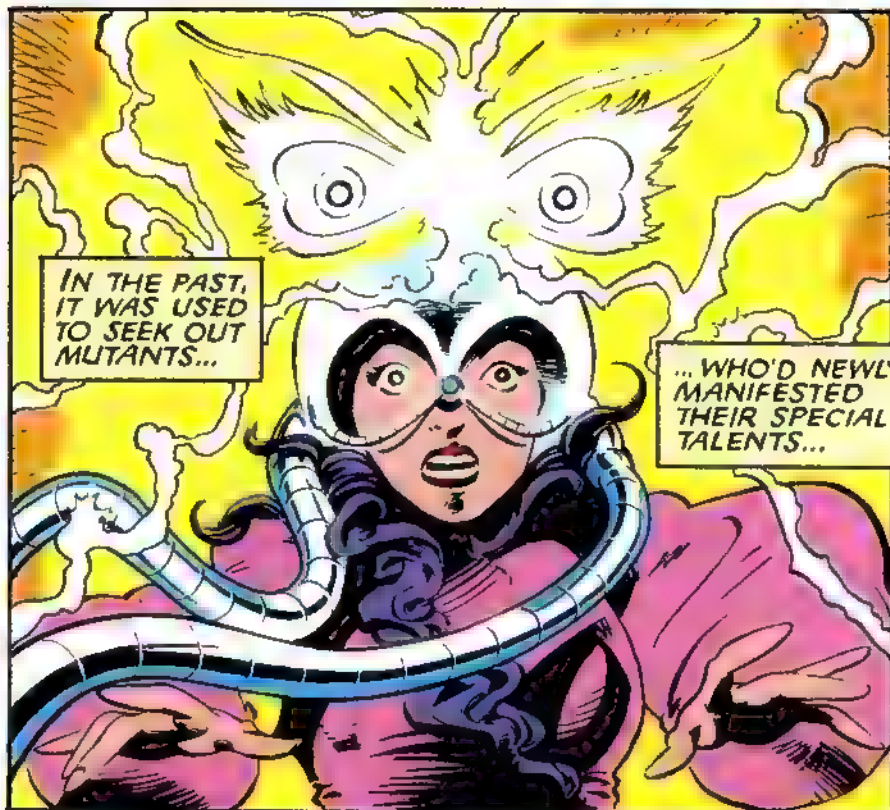
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PAUL NEARY, GUEST INKER
TOM ORZECOWSKI, LETTERER
GLYNIS OLIVER, COLORIST
ANN NOCENTI, EDITOR
JIM SHOOTER, EDITOR IN CHIEF

LIKE ALL ADMITTED TO PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, I AM A MUTANT (THOUGH, I FEAR, NO LONGER A "YOUNGSTER.")

I AM A TELEPATH...

... BORN WITH THE POWER TO PROJECT THOUGHTS, AND PERCEIVE THOSE OF OTHERS.

THIS DEVICE, CEREBRO, AMPLIFIES THAT ABILITY TO A FANTASTIC DEGREE.



IN THE PAST, IT WAS USED TO SEEK OUT MUTANTS...

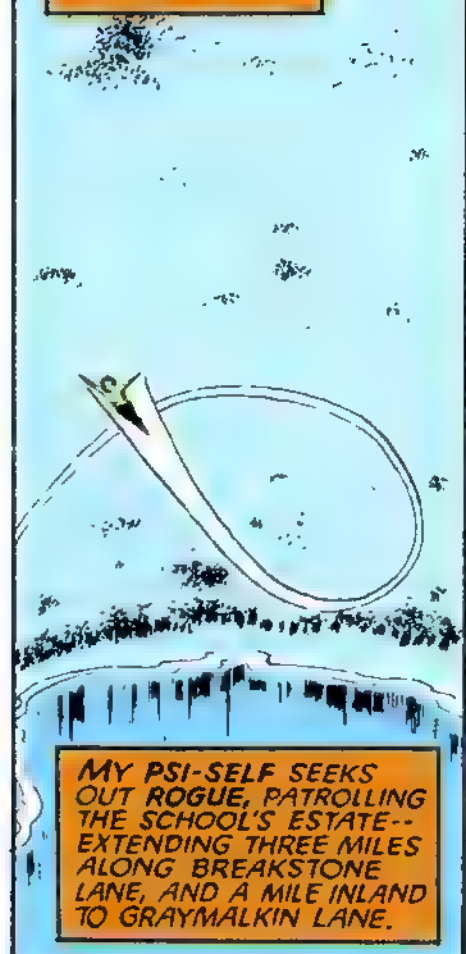
... WHO'D NEWLY MANIFESTED THEIR SPECIAL TALENTS...



... SO THEY COULD BE INVITED TO JOIN THE SCHOOL, AND HERE BE TAUGHT TO SAFELY USE THEIR POWERS.

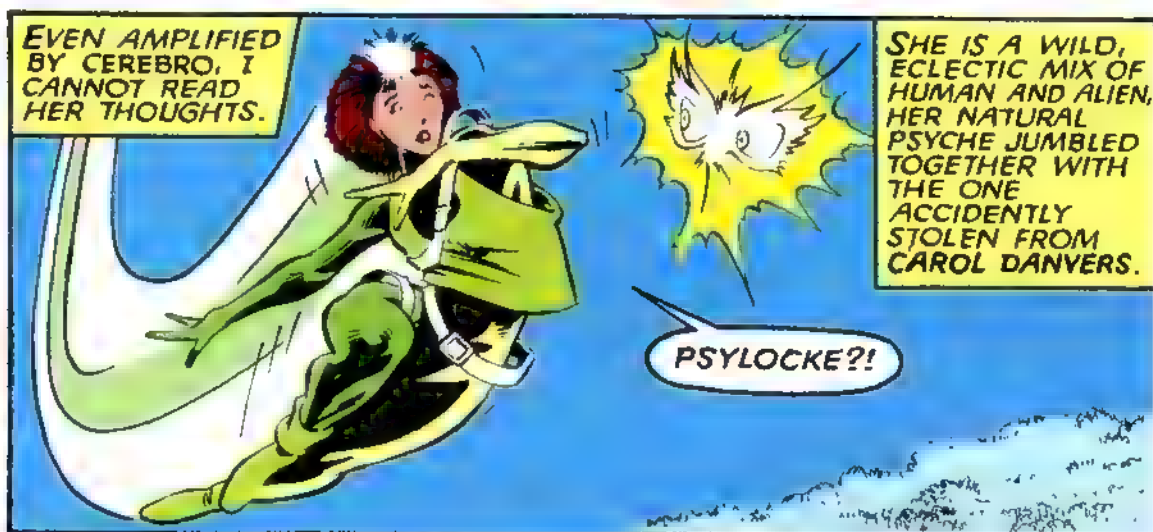
A NOBLE PURPOSE.

THAT MAY WELL BE DONE.



MY PSI-SELF SEEKS OUT ROGUE, PATROLLING THE SCHOOL'S ESTATE-- EXTENDING THREE MILES ALONG BREAKSTONE LANE, AND A MILE INLAND TO GRAYMALKIN LANE.

EVEN AMPLIFIED BY CEREBRO, I CANNOT READ HER THOUGHTS.

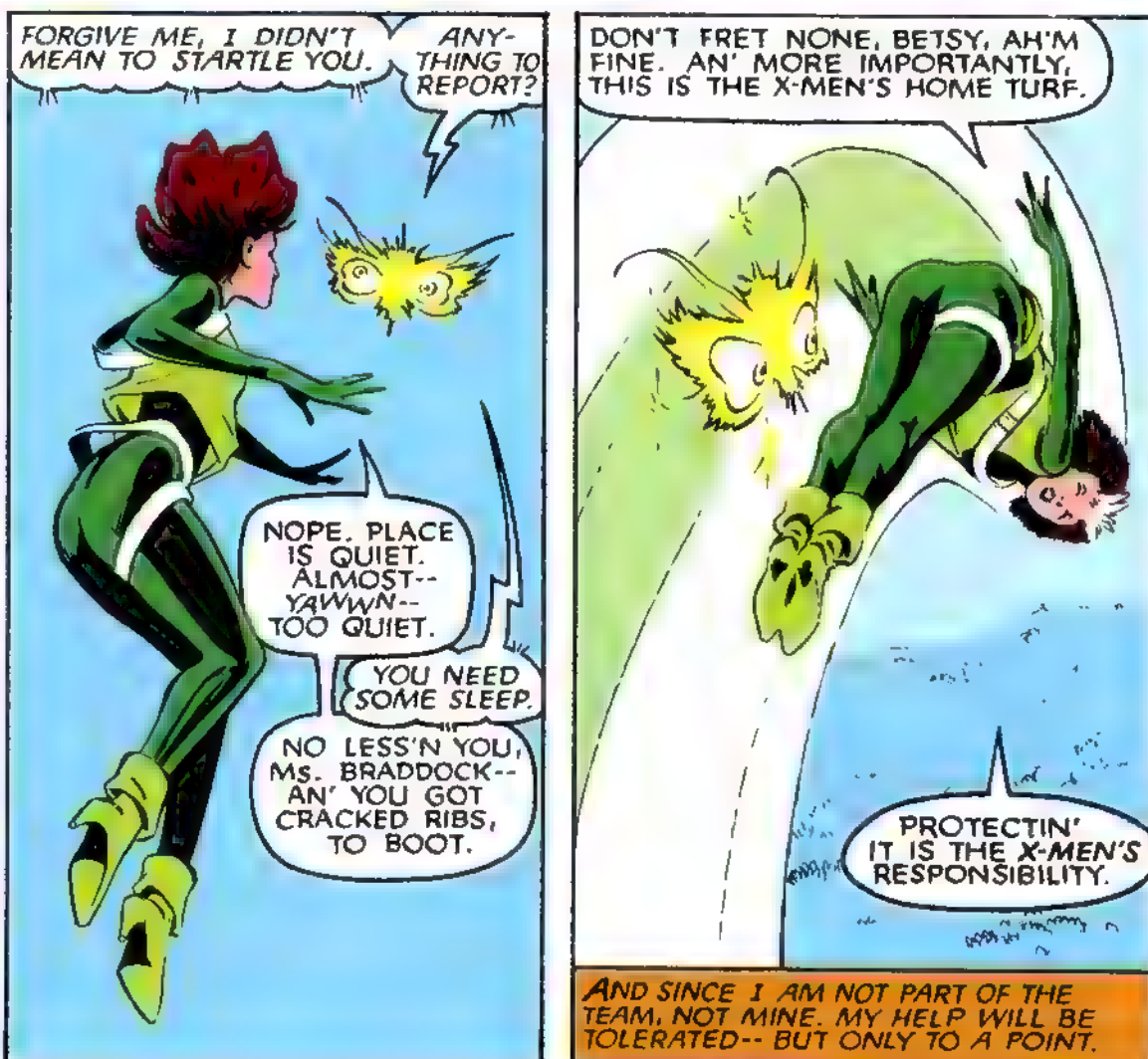


SHE IS A WILD, ECLECTIC MIX OF HUMAN AND ALIEN, HER NATURAL PSYCHE JUMBLED TOGETHER WITH THE ONE ACCIDENTALLY STOLEN FROM CAROL DANVERS.

PSYLOCKE?!

FORGIVE ME, I DIDN'T MEAN TO STARTLE YOU.

ANYTHING TO REPORT?



NOPE. PLACE IS QUIET. ALMOST-- YAWN-- TOO QUIET.

YOU NEED SOME SLEEP.

NO LESS'N YOU, MS. BRADDOCK-- AN' YOU GOT CRACKED RIBS, TO BOOT.

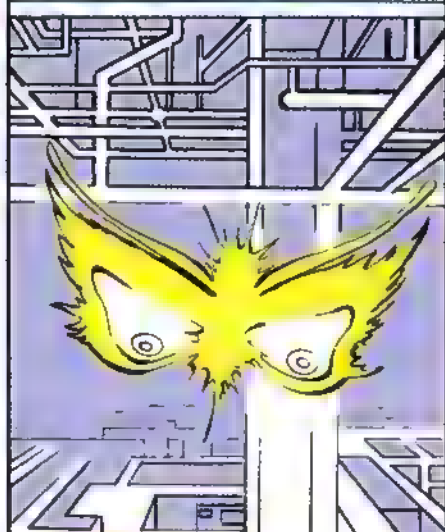
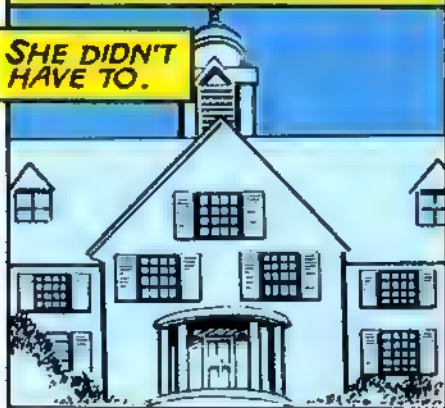
DON'T FRET NONE, BETSY, AH'M FINE. AN' MORE IMPORTANTLY, THIS IS THE X-MEN'S HOME TURF.

PROTECTIN' IT IS THE X-MEN'S RESPONSIBILITY.

AND SINCE I AM NOT PART OF THE TEAM, NOT MINE. MY HELP WILL BE TOLERATED-- BUT ONLY TO A POINT.

HOPING TO SPARE MY FEELINGS, ROGUE DID NOT SAY SO ALOUD.

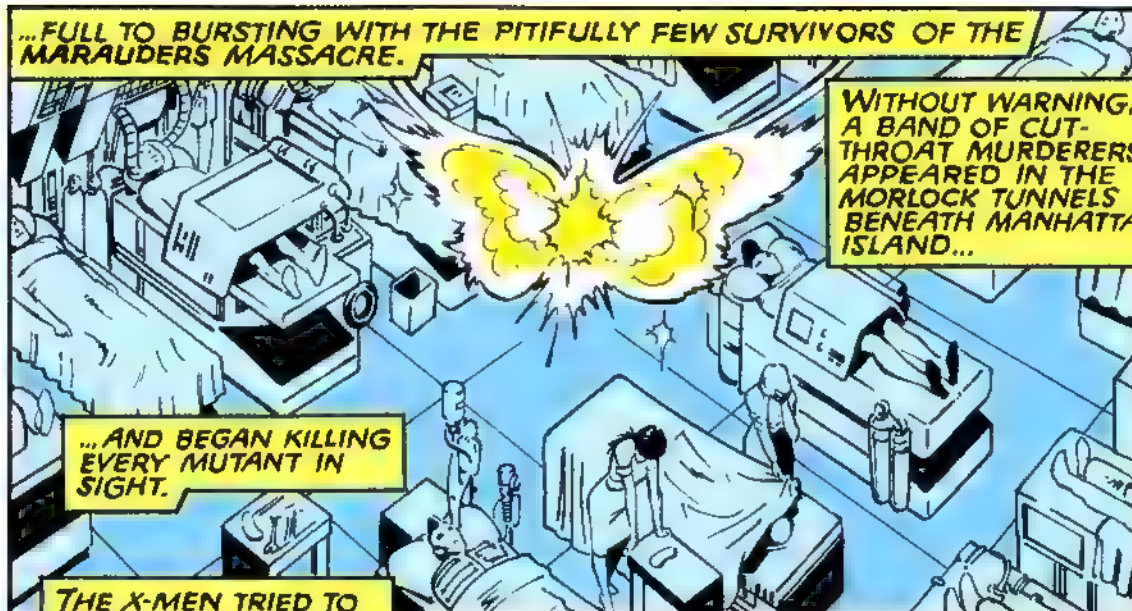
SHE DIDN'T HAVE TO.



I MUST PROVE MY WORTH TO THEM-- BUT HOW?!

BURIED 30 METERS BELOW THE MANSION IS ITS INFIRMARY...

...FULL TO BURSTING WITH THE PITIFULLY FEW SURVIVORS OF THE MARAUDERS MASSACRE.

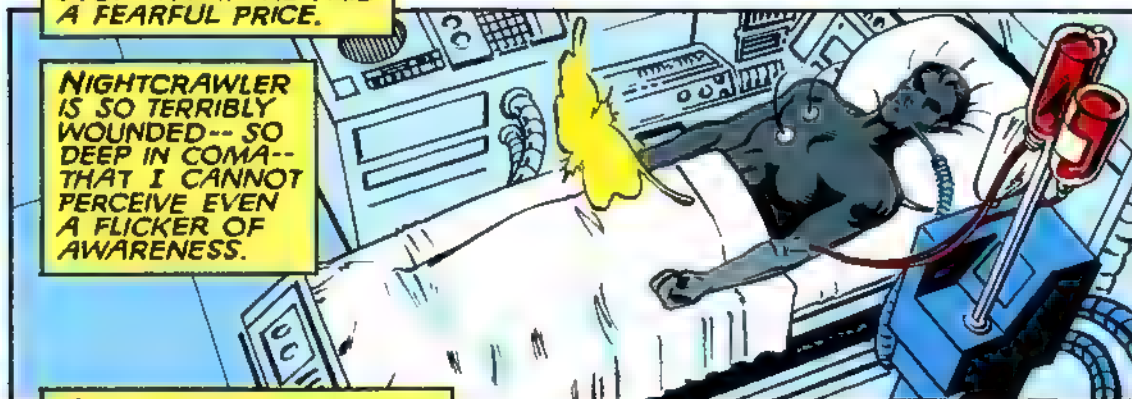


WITHOUT WARNING, A BAND OF CUT-THROAT MURDERERS APPEARED IN THE MORLOCK TUNNELS BENEATH MANHATTAN ISLAND...

...AND BEGAN KILLING EVERY MUTANT IN SIGHT.

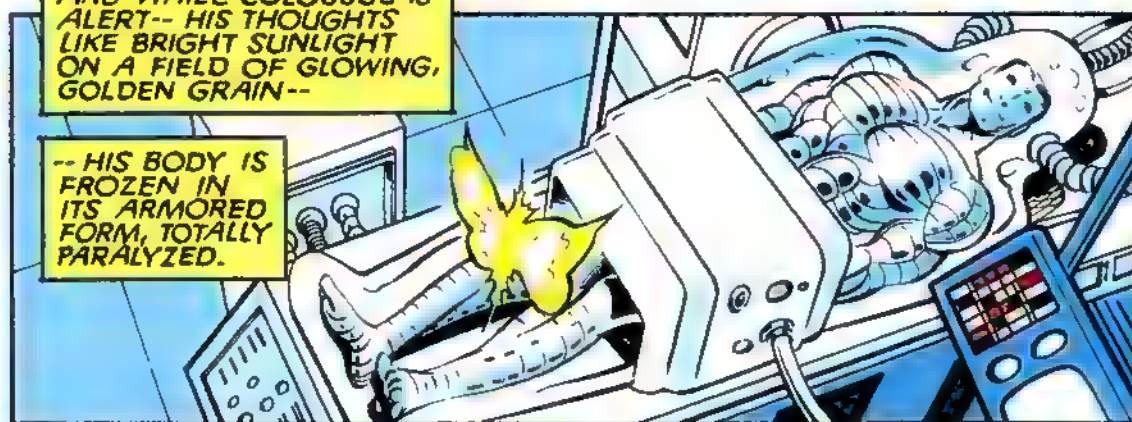
THE X-MEN TRIED TO STOP THEM, AND PAID A FEARFUL PRICE.

NIGHTCRAWLER IS SO TERRIBLY WOUNDED-- SO DEEP IN COMA-- THAT I CANNOT PERCEIVE EVEN A FLICKER OF AWARENESS.



AND WHILE COLOSSUS IS ALERT-- HIS THOUGHTS LIKE BRIGHT SUNLIGHT ON A FIELD OF GLOWING, GOLDEN GRAIN--

-- HIS BODY IS FROZEN IN ITS ARMORED FORM, TOTALLY PARALYZED.



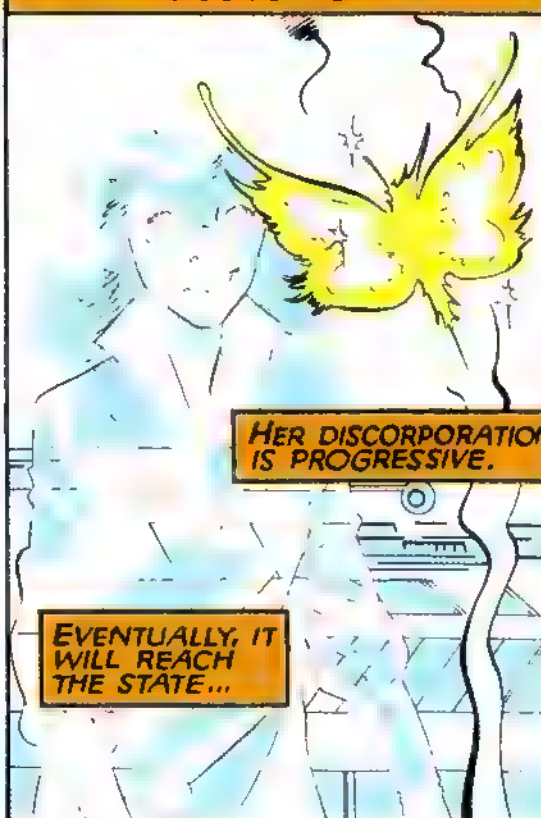
KITTY PRYDE-- SHADOWCAT-- IS TRAPPED IN HER PHASING STATE, LITTLE MORE THAN A LIVING GHOST, UNABLE TO PHYSICALLY TOUCH OR BE TOUCHED.

IMAGINE A MOUNTAIN STREAM...

...CASCAADING MERRILY ALONG--



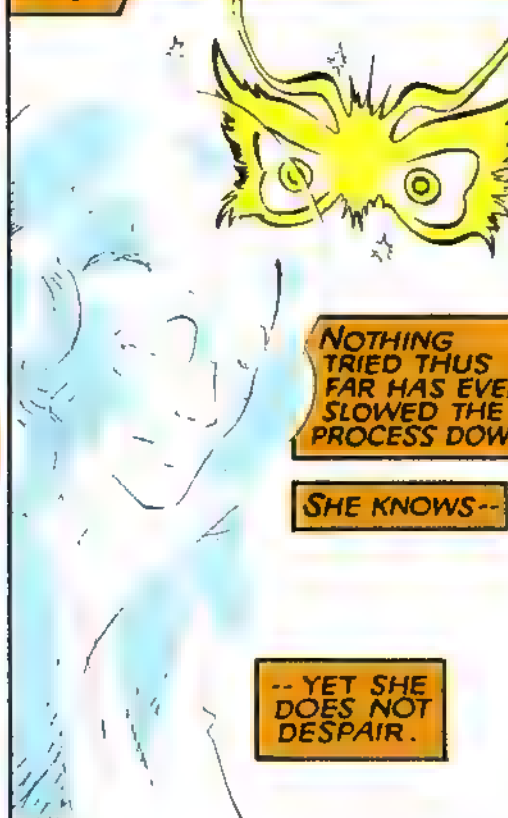
--THAT IS THE PICTURE OF HER MIND, LIVELY AND SO FULL OF LIFE.



HER DISCORPORATION IS PROGRESSIVE.

EVENTUALLY, IT WILL REACH THE STATE...

...WHERE SHE WILL CEASE TO EXIST.



NOTHING TRIED THUS FAR HAS EVEN SLOWED THE PROCESS DOWN.

SHE KNOWS--

-- YET SHE DOES NOT DESPAIR.

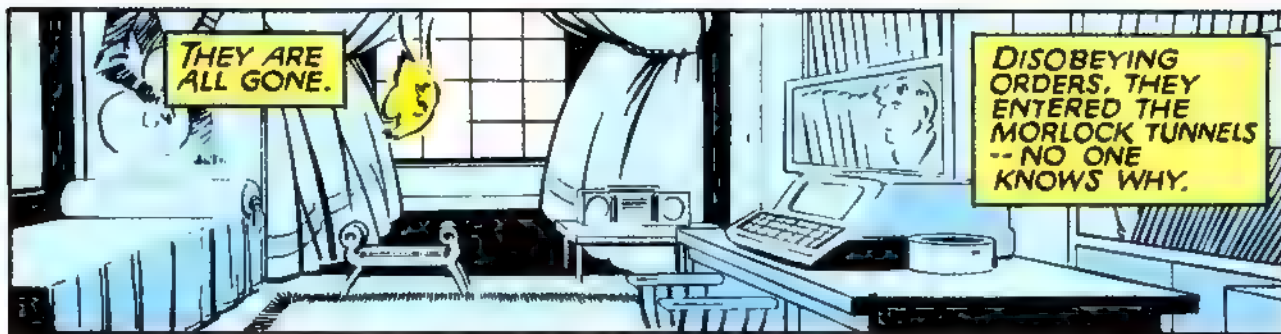


HALF MY AGE...

...YET HER
COURAGE
SHAMES ME.

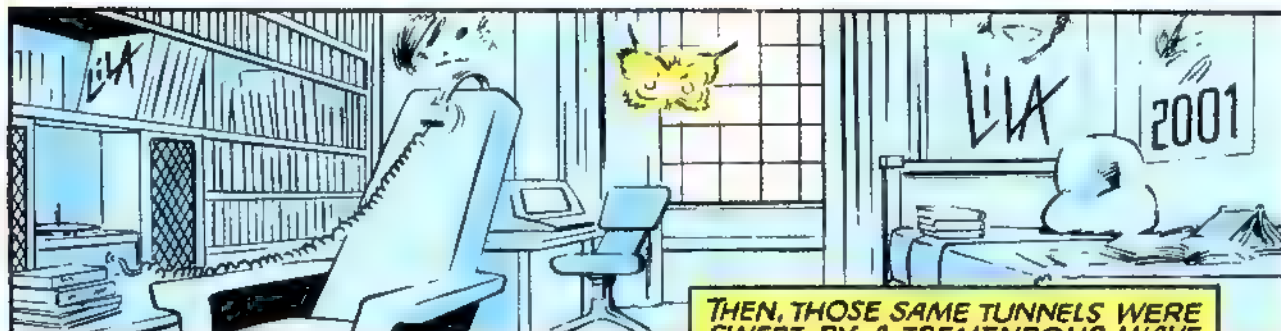
I WEEP
FOR HER...

...AS MY PSI-SELF
SOARS THROUGH
THE MANSION TO
THE RESIDENTIAL
WING INHABITED
BY THE SCHOOL'S
NOVICE CLASS,
THE NEW MUTANTS.

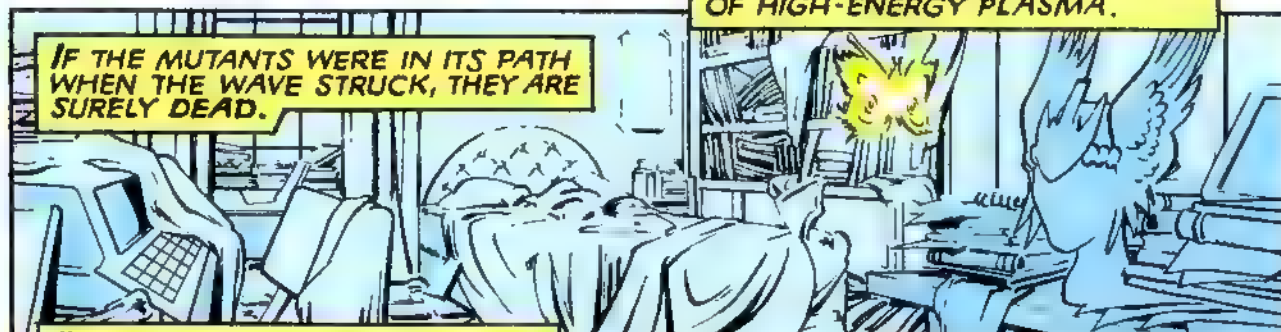


THEY ARE
ALL GONE.

DISOBEYING
ORDERS, THEY
ENTERED THE
MORLOCK TUNNELS
-- NO ONE
KNOWS WHY.



THEN, THOSE SAME TUNNELS WERE
SWEEPED BY A TREMENDOUS WAVE
OF HIGH-ENERGY PLASMA.



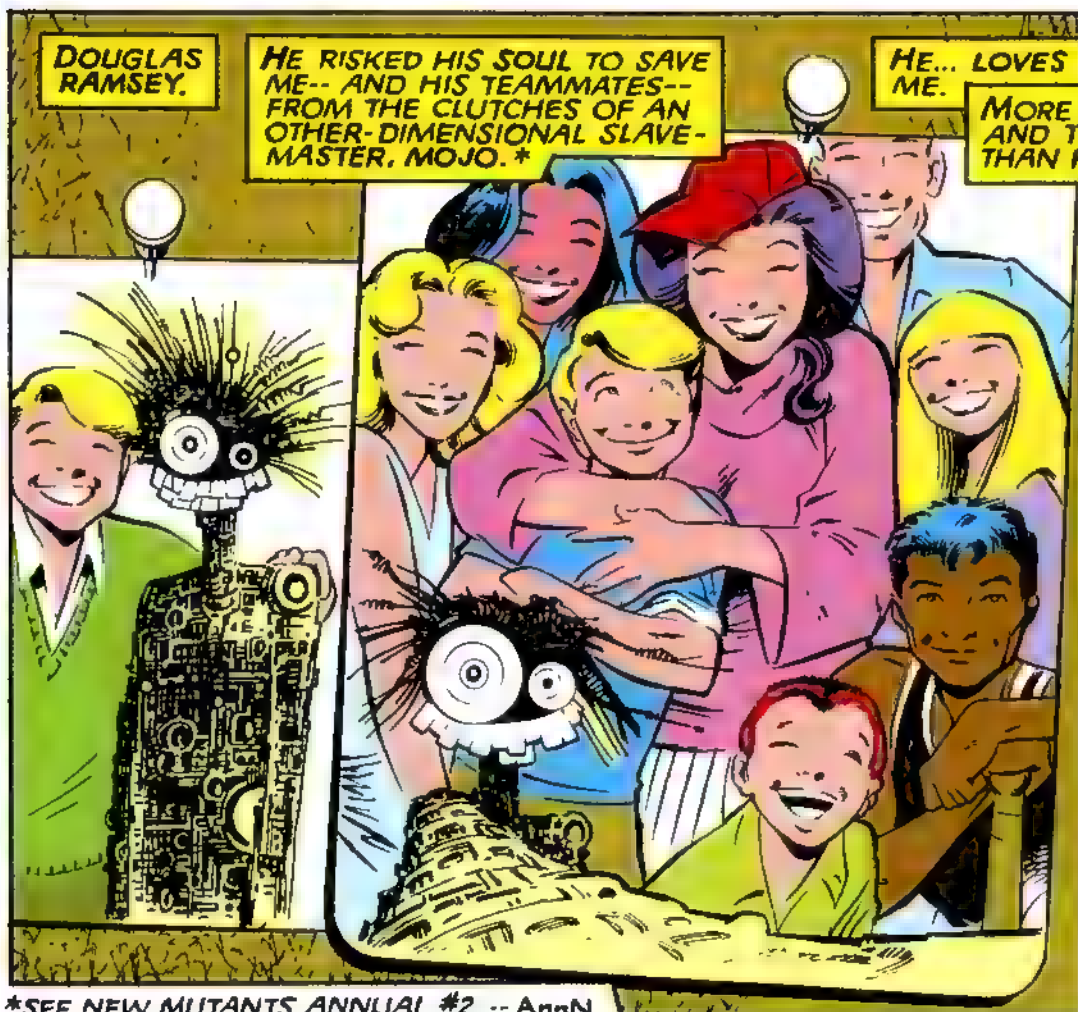
IF THE MUTANTS WERE IN ITS PATH
WHEN THE WAVE STRUCK, THEY ARE
SURELY DEAD.

I'VE BEEN SEARCHING FOR THEM
WITH CEREPRO. I WILL KEEP ON
UNTIL I FIND THEM.

OR UNTIL THEIR DEATHS ARE
PROVEN BEYOND ALL DOUBT.



MY LAST STOP IS
CYPHER'S ROOM.

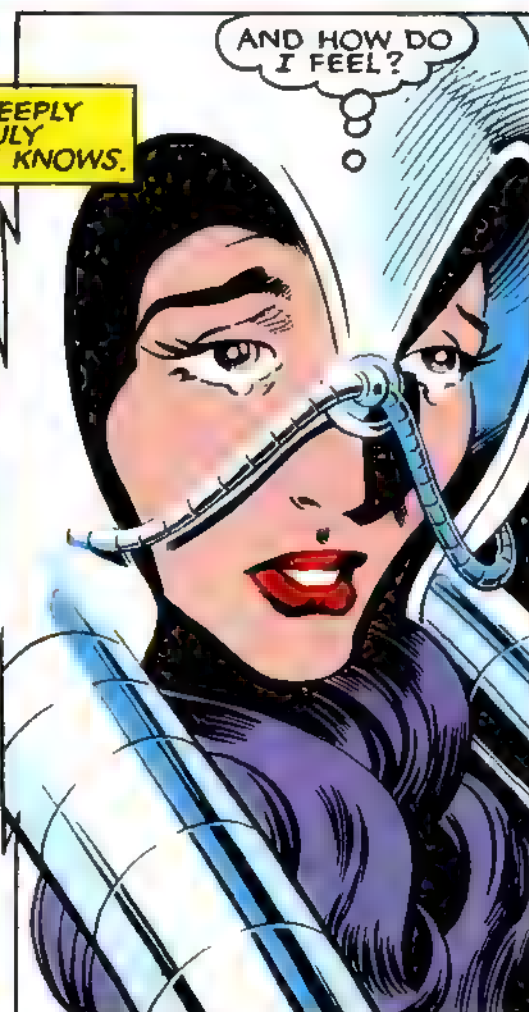


DOUGLAS
RAMSEY.

HE RISKED HIS SOUL TO SAVE
ME-- AND HIS TEAMMATES--
FROM THE CLUTCHES OF AN
OTHER-DIMENSIONAL SLAVE-
MASTER, MOJO.*

HE... LOVES
ME.

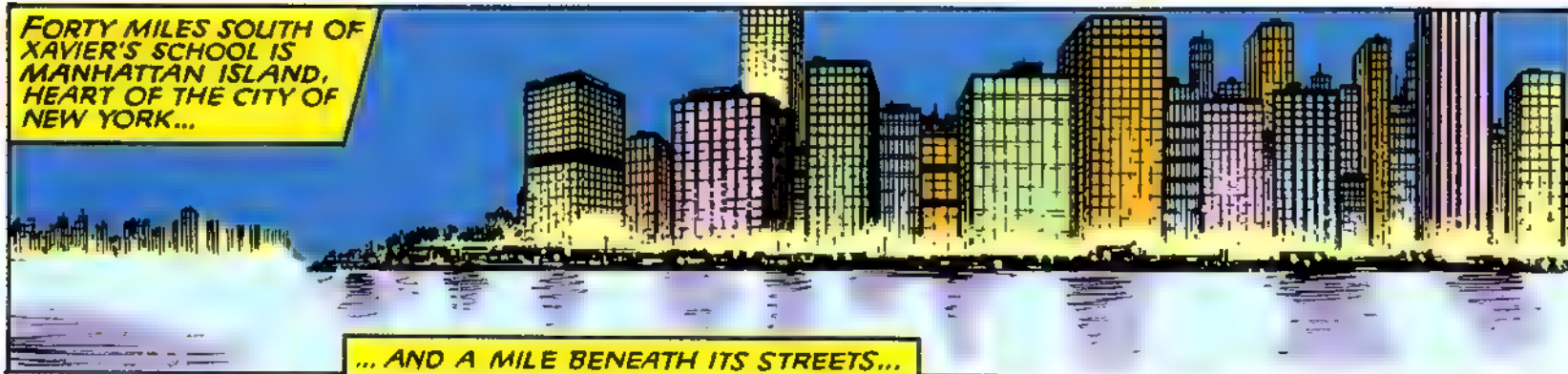
MORE DEEPLY
AND TRULY
THAN HE KNOWS.



AND HOW DO
I FEEL?

*SEE NEW MUTANTS ANNUAL #2. -- AnnN.

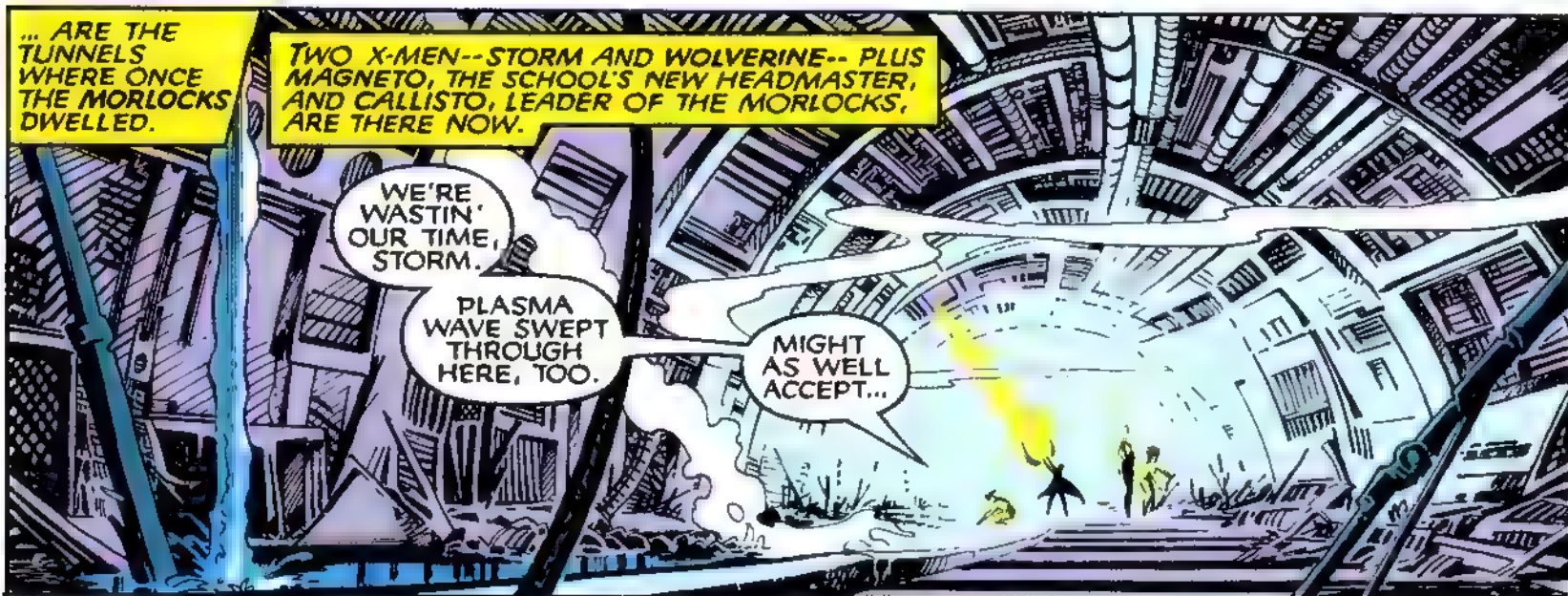
FORTY MILES SOUTH OF
XAVIER'S SCHOOL IS
MANHATTAN ISLAND,
HEART OF THE CITY OF
NEW YORK...



... AND A MILE BENEATH ITS STREETS...

... ARE THE
TUNNELS
WHERE ONCE
THE MORLOCKS
DWELLED.

TWO X-MEN--STORM AND WOLVERINE-- PLUS
MAGNETO, THE SCHOOL'S NEW HEADMASTER,
AND CALLISTO, LEADER OF THE MORLOCKS,
ARE THERE NOW.



WE'RE
WASTIN'
OUR TIME,
STORM.

PLASMA
WAVE SWEEP
THROUGH
HERE, TOO.

MIGHT
AS WELL
ACCEPT...

...IT INVOLVED
THE ENTIRE
NETWORK.



FIRE SWEEP
EVERYTHING
CLEAN. I
CAN'T FIND
EVEN A TRACE
OF A SCENT--
OF ANYONE'S
SCENT!

EVERYTHING
FLAMMABLE WAS
CONSUMED. THE
TUNNELS ARE
NOW AS THEY
MUST HAVE BEEN
BEFORE THE
MORLOCKS EVER
ARRIVED.



NOTHING
LEFT-- NO
BODIES, NO
CLOTHES, NO
KEEPSAKES?!

OUR
EXISTENCE
HAS BEEN
WIPED...

...FROM THE FACE
OF THE STINKIN'
WORLD!

WHO DID
THIS,
STORM?!

WHAT
DID
THIS?!!

LIGHTNING.



WHAT ARE YOU SAYING?!

WHEN YOU AND I FOUGHT UPSTATE*, THERE WAS LIGHTNING FLASHING ALL OVER THE PLACE, CRAZY LIKE I'VE NEVER SEEN BEFORE!

I SAW. I REMEMBER.

*LAST ISSUE-- AnnN.

"WAS THAT YOUR DOING?! BUT HOW CAN THAT BE," CALLISTO CRIES. "YOU DON'T POSSESS YOUR POWERS ANYMORE. YOU NO LONGER CONTROL THE WEATHER!"

"THAT IS WHAT I BELIEVED," STORM REPLIES SOFTLY. THE ANGUISH IN HER VOICE MATCHING CALLISTO'S. "NOW I AM NO LONGER CERTAIN."

ARE YOU SAYING YOU'RE RESPONSIBLE FOR THIS?!

I DO NOT KNOW.

WON'T BE ABLE TO FOLLOW ANY MARAUDER TRAILS FROM HERE. SAME GOES FOR THE NEW MUTANTS.

GOTTA FIGURE-- IF THEY'D SURVIVED, THEY'D HAVE FOUND SOME WAY TO CONTACT US.

NO!

BELIEVE THE WORST IF YOU WISH, WOLVERINE. I CHOOSE OTHERWISE.

SOMEWHERE, SOMEHOW-- I AM CERTAIN-- THE NEW MUTANTS STILL LIVE!

AS HEAD-MASTER, IT IS MY RESPONSIBILITY...

...TO PROTECT THEM.

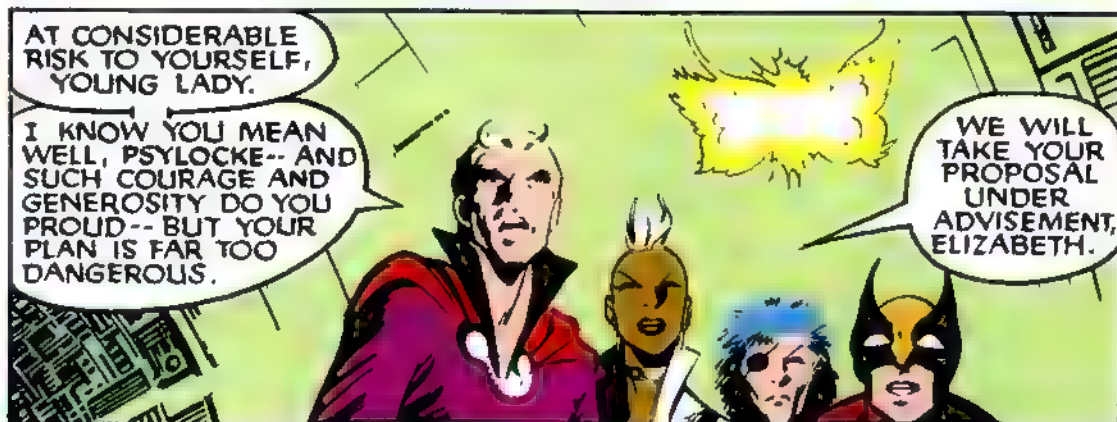
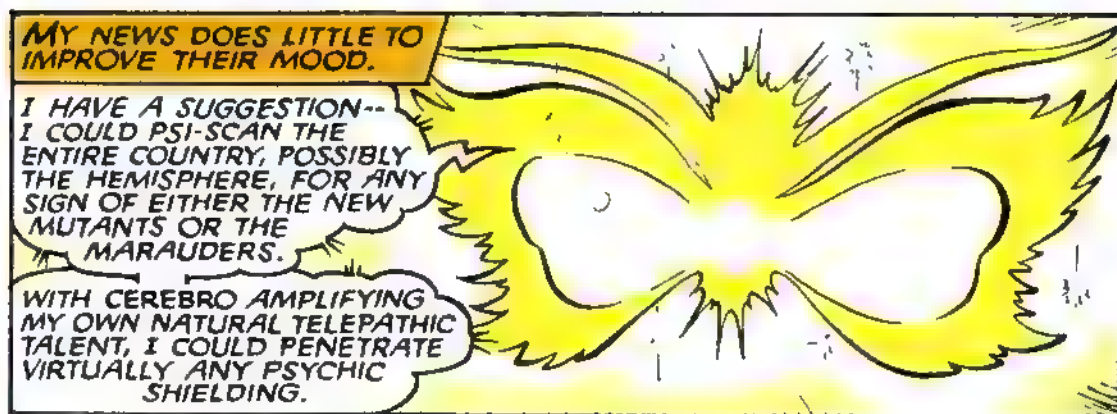
THE HELLFIRE CLUB HAS INVITED ME TO JOIN THEIR RULING BODY, THE LORDS CARDINAL, AS WHITE KING. PERHAPS I SHOULD ACCEPT?

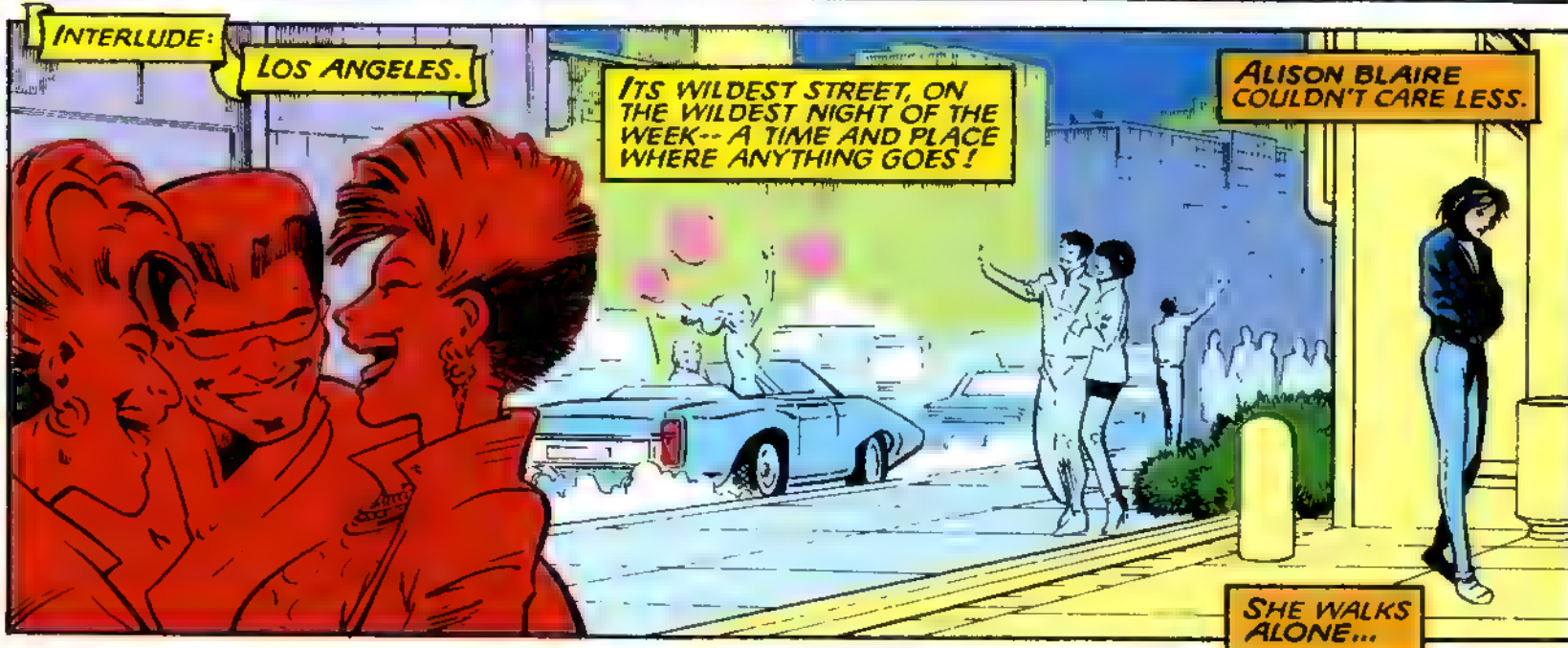
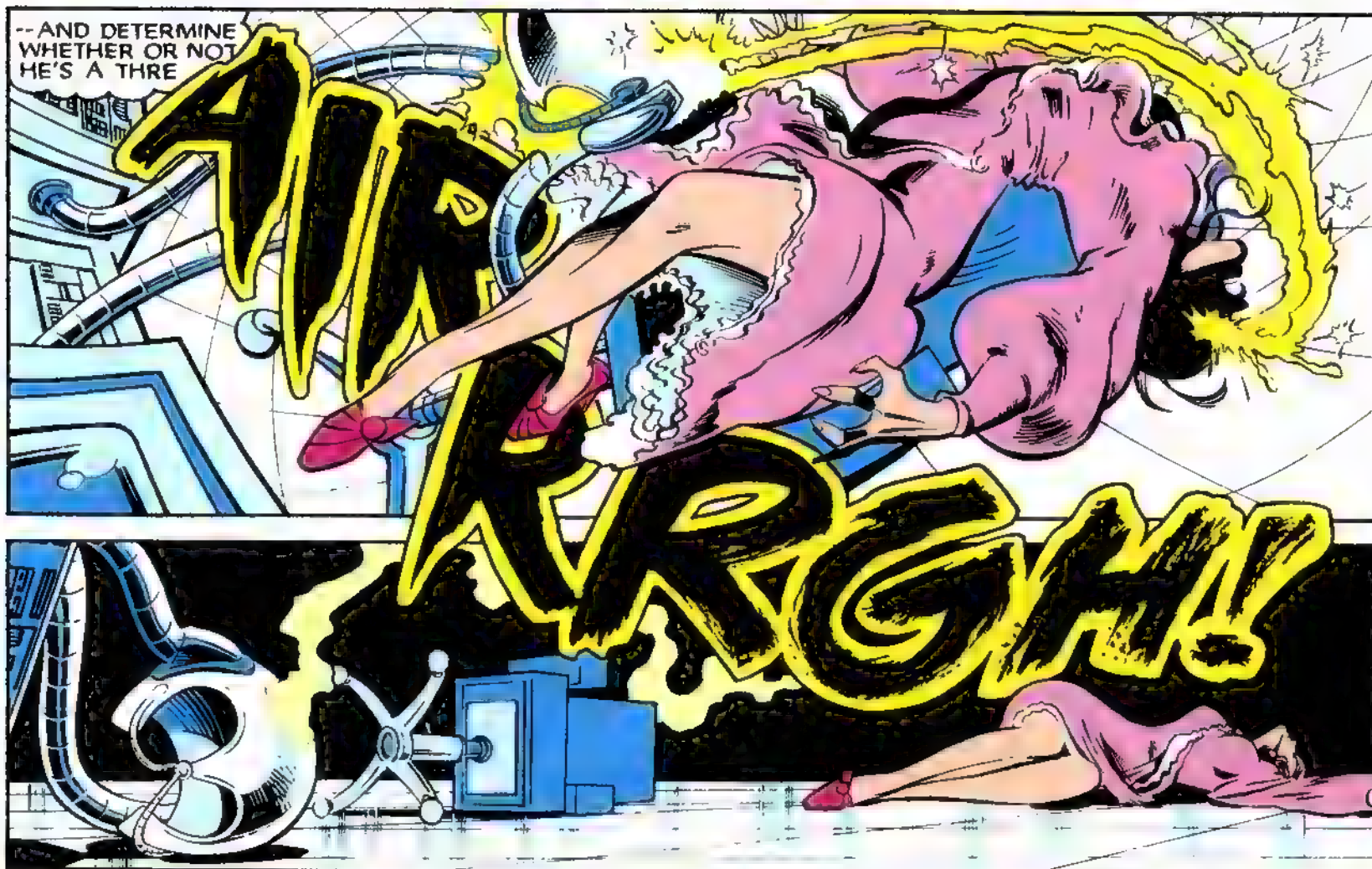
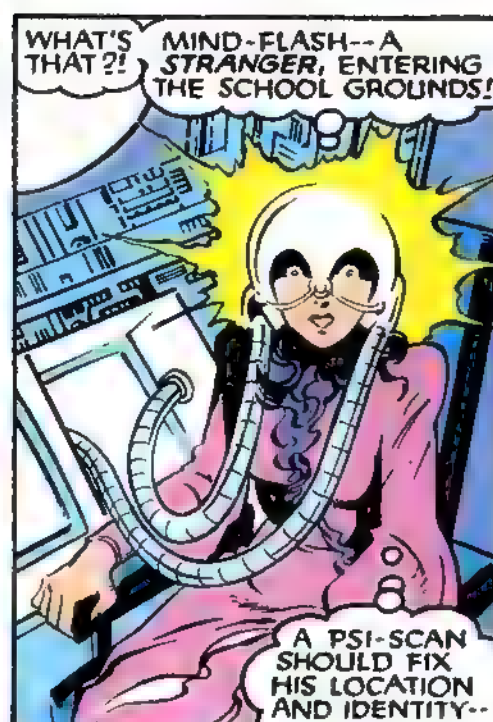
AN ALLIANCE WITH THE X-MEN'S DEADLIEST FOES?! IMPOSSIBLE!

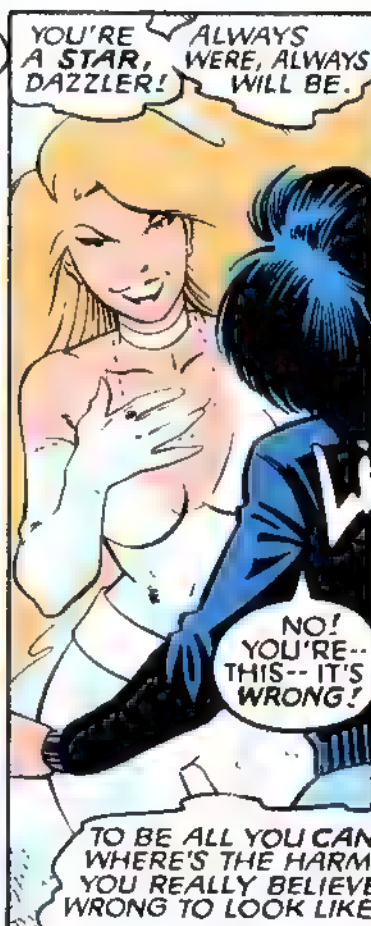
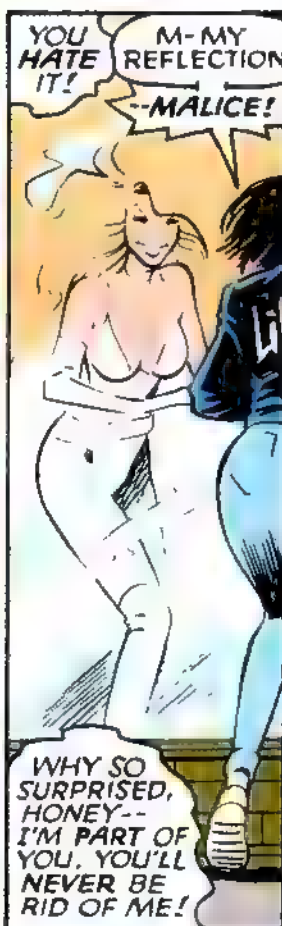
NOT SO LONG AGO, STORM, I WAS THE X-MEN'S DEADLIEST FOE. YET LOOK AT ME NOW.

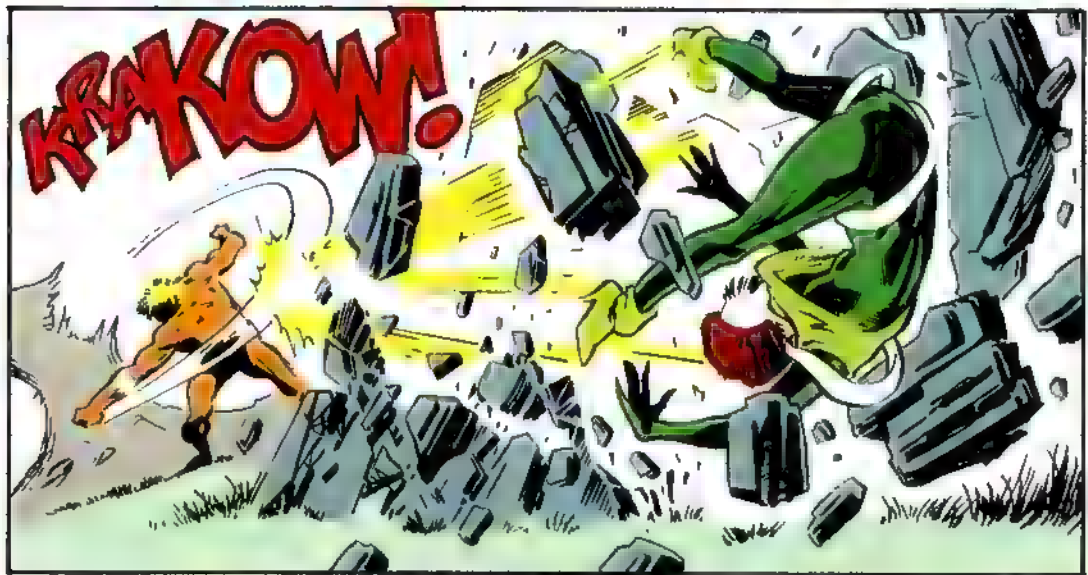
FACE FACTS, WIND-RIDER-- THE X-MEN NEED HELP! YOU CAN'T GO ON ALONE...

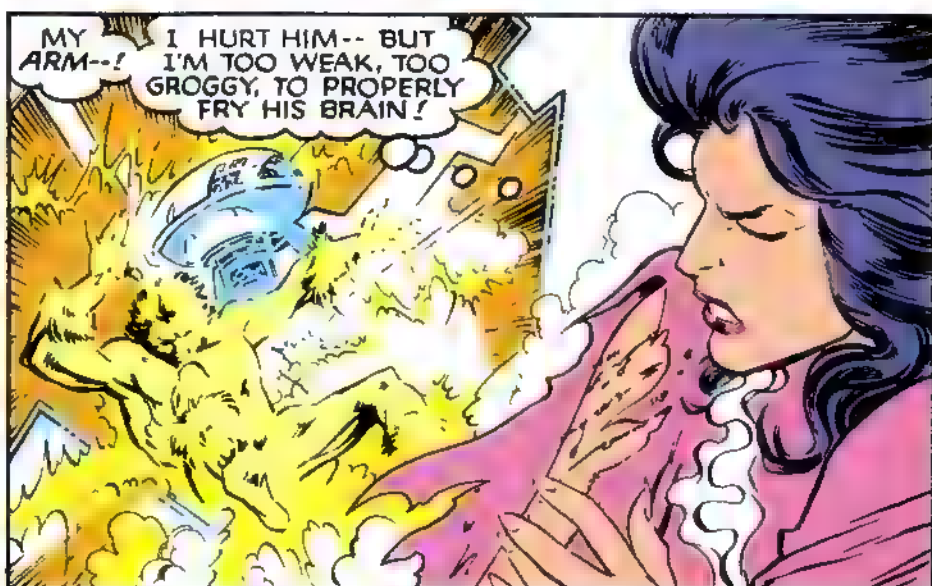
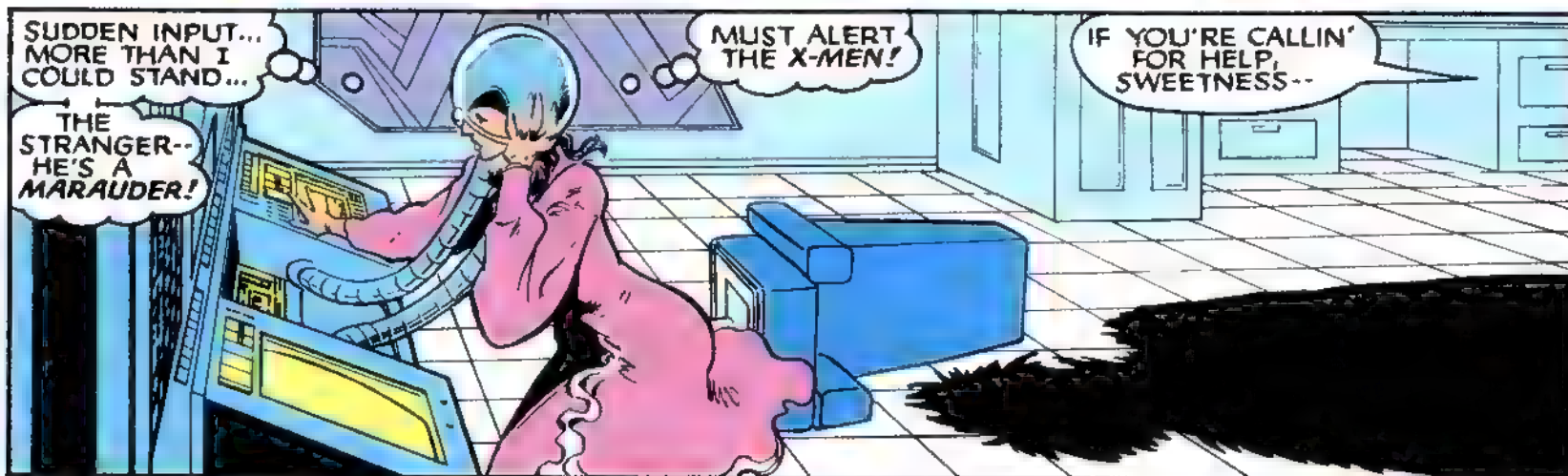
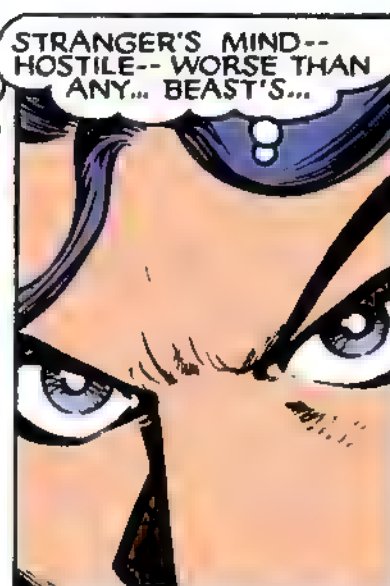
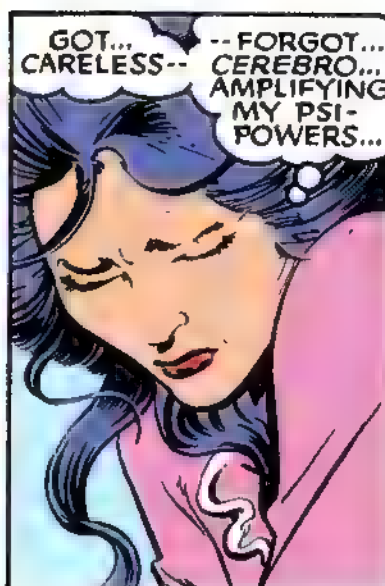
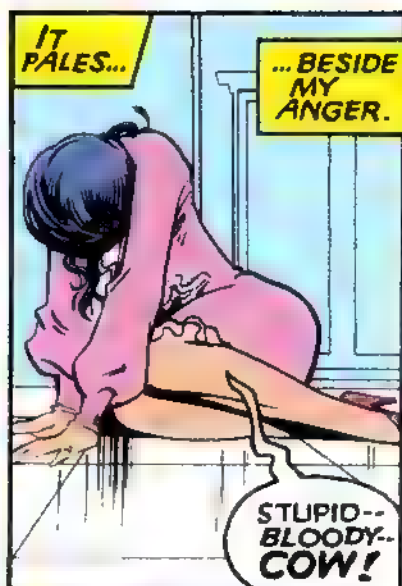
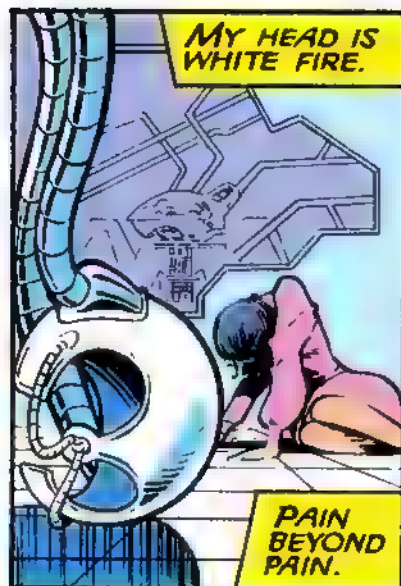
...ESPECIALLY AGAINST THE MARAUDERS.

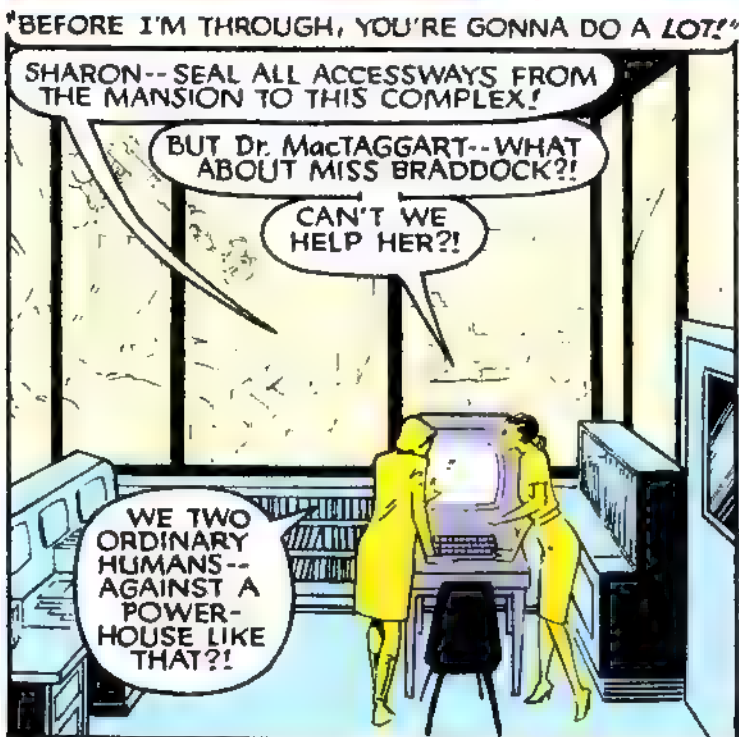
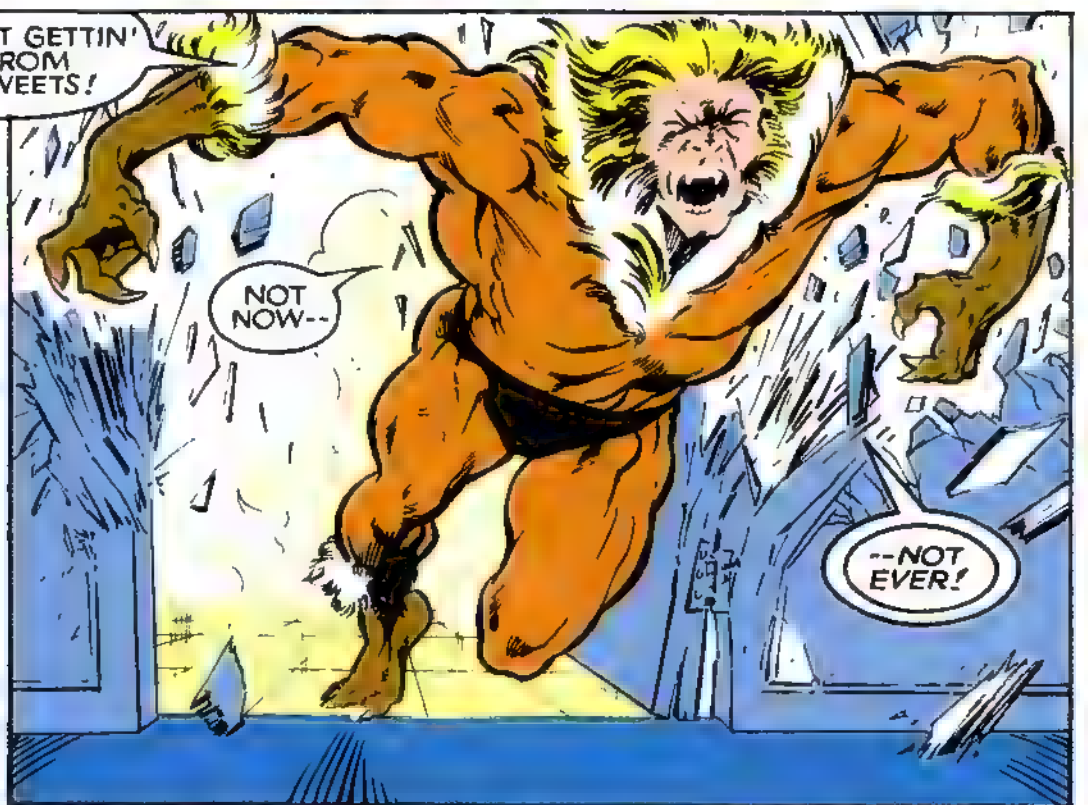
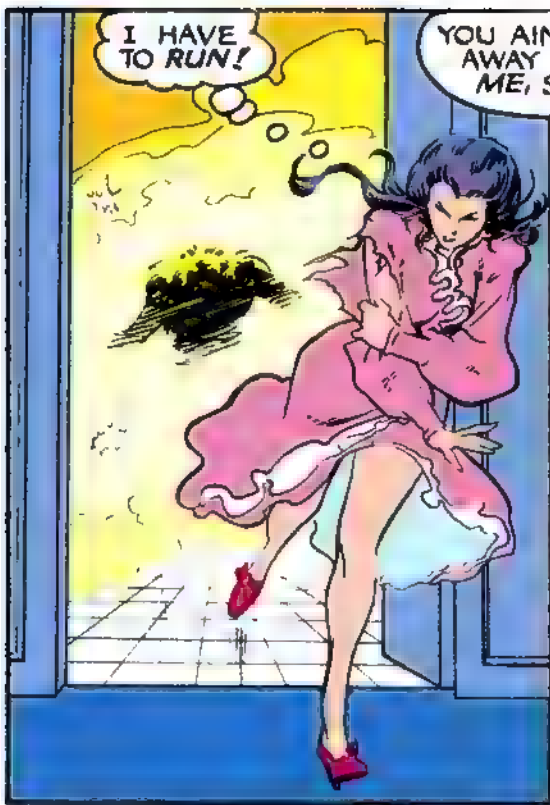


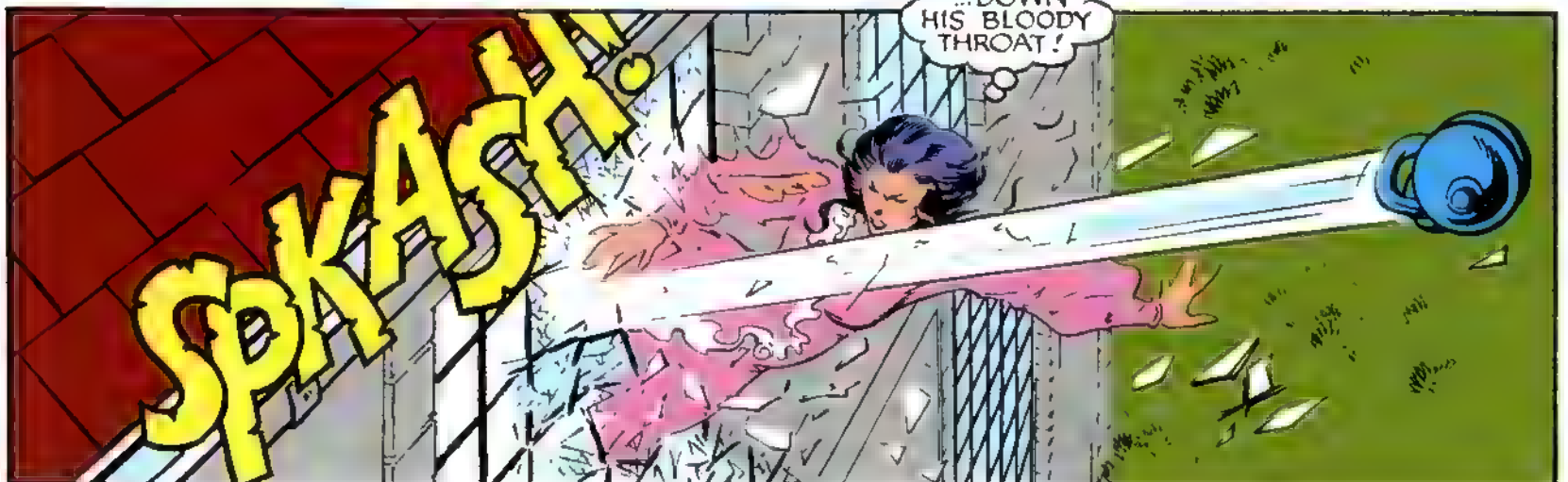
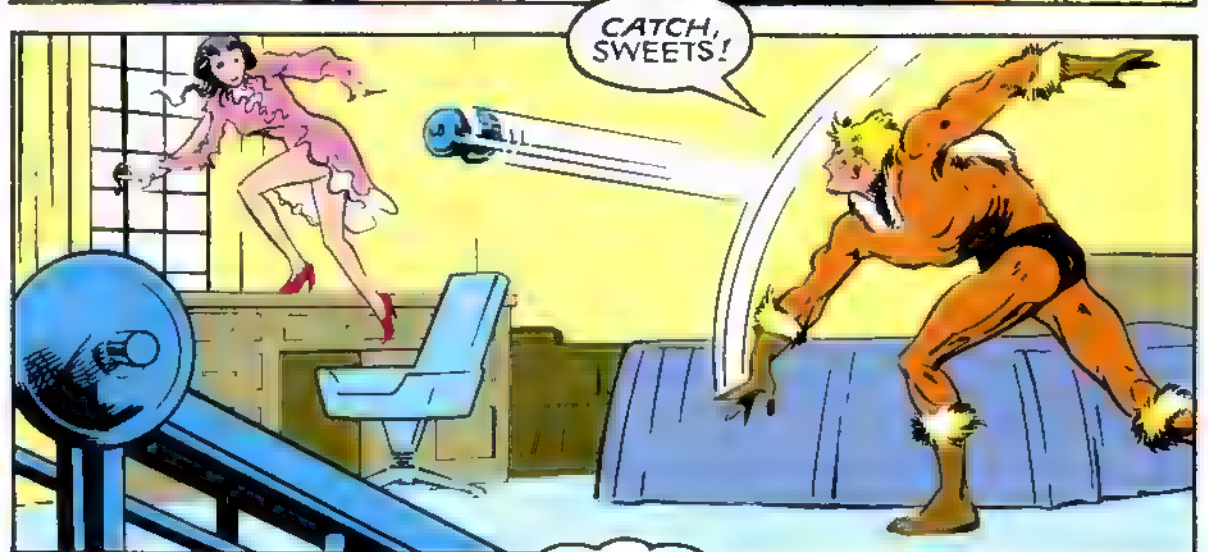
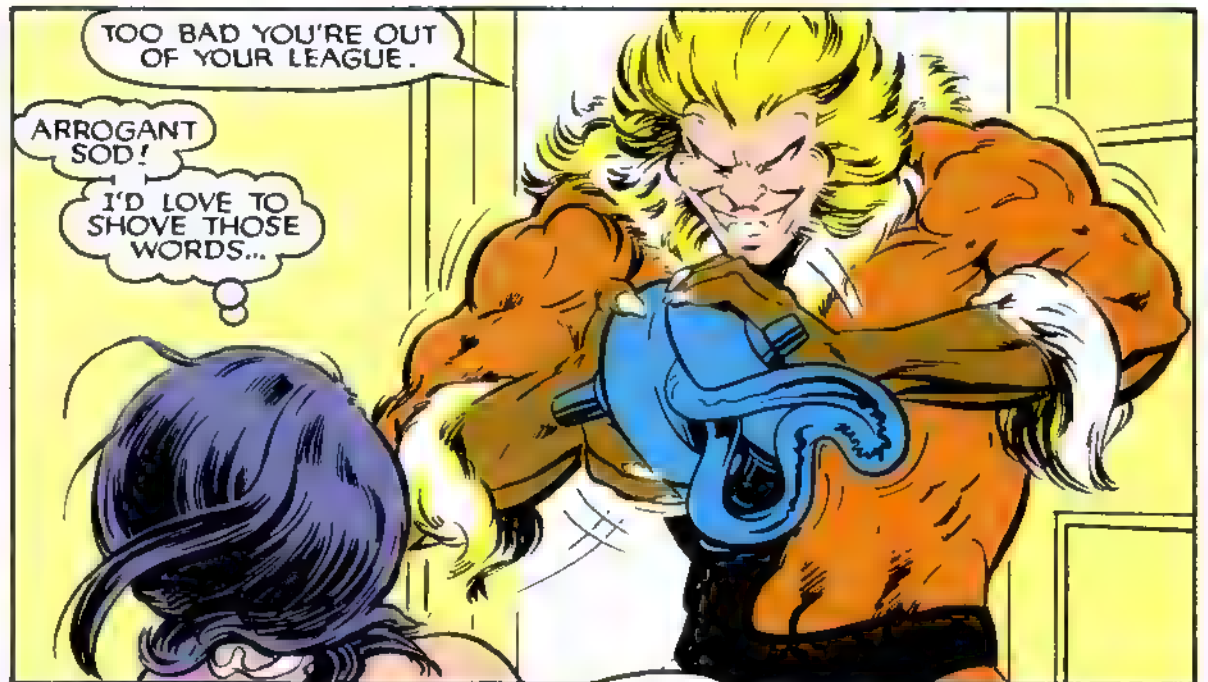
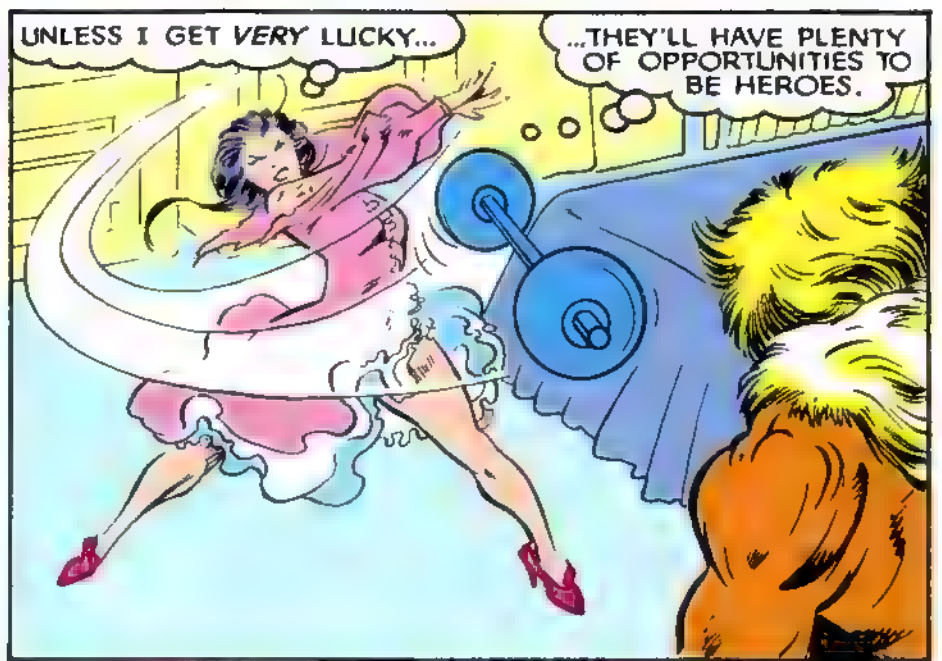
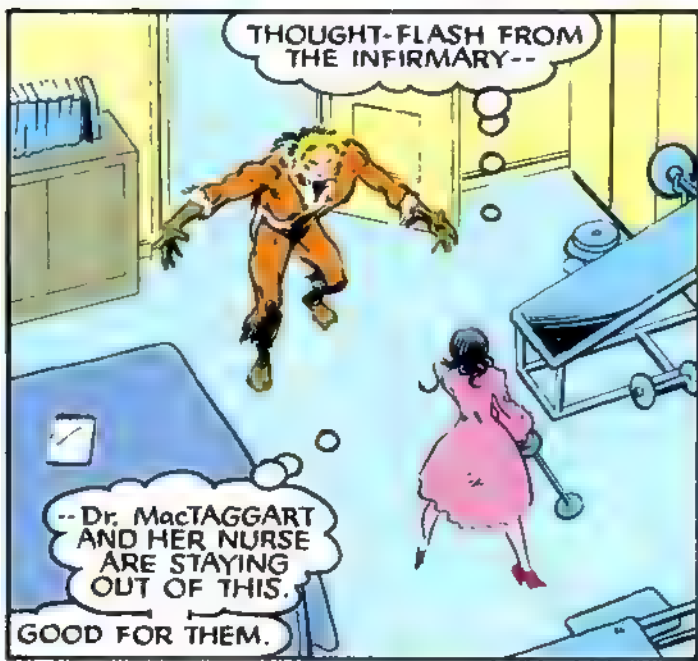


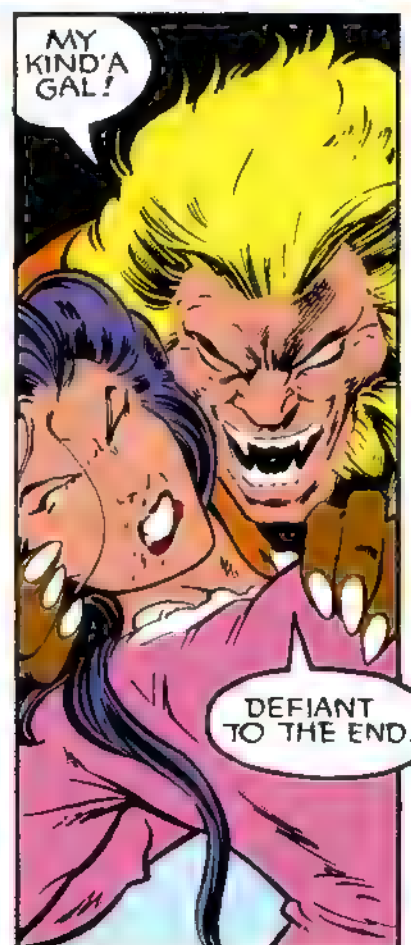
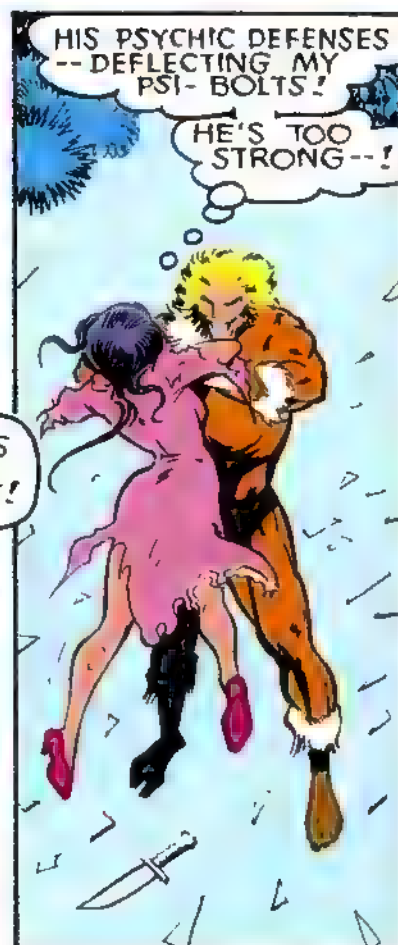
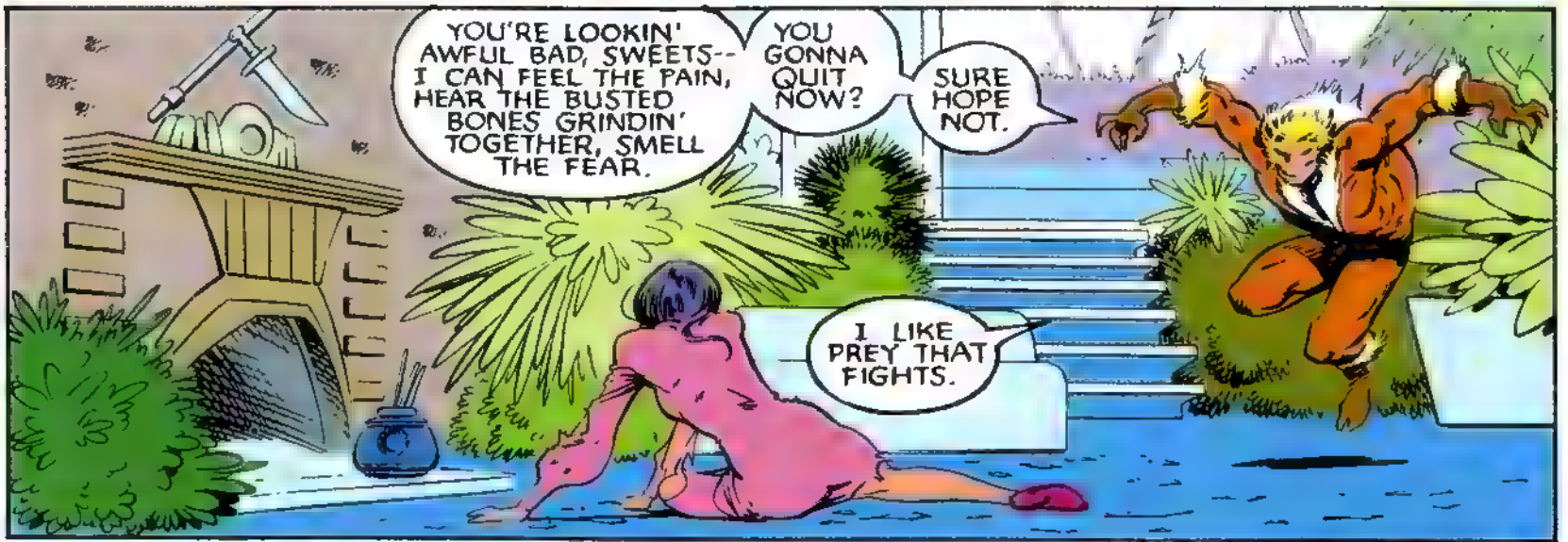


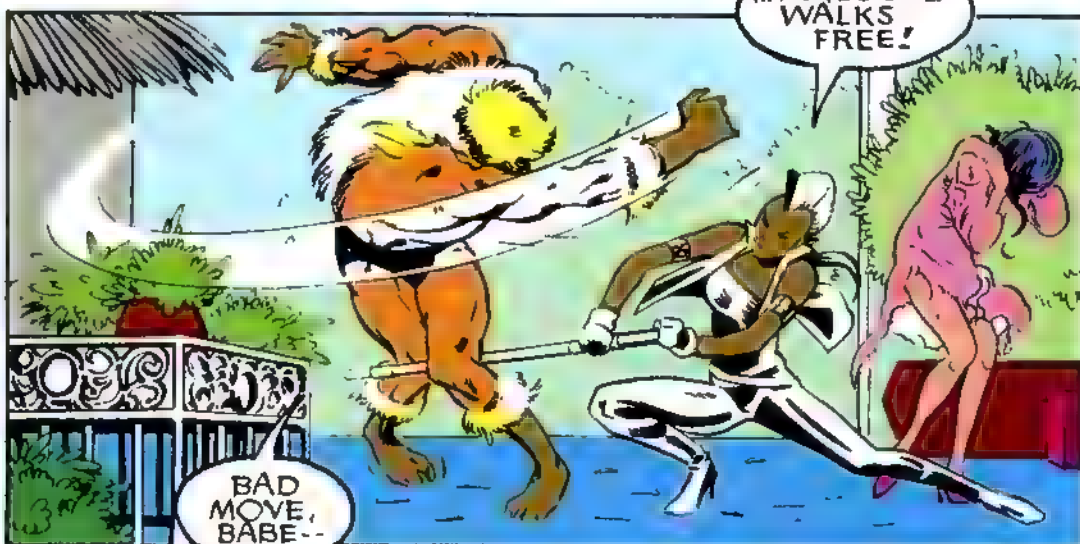
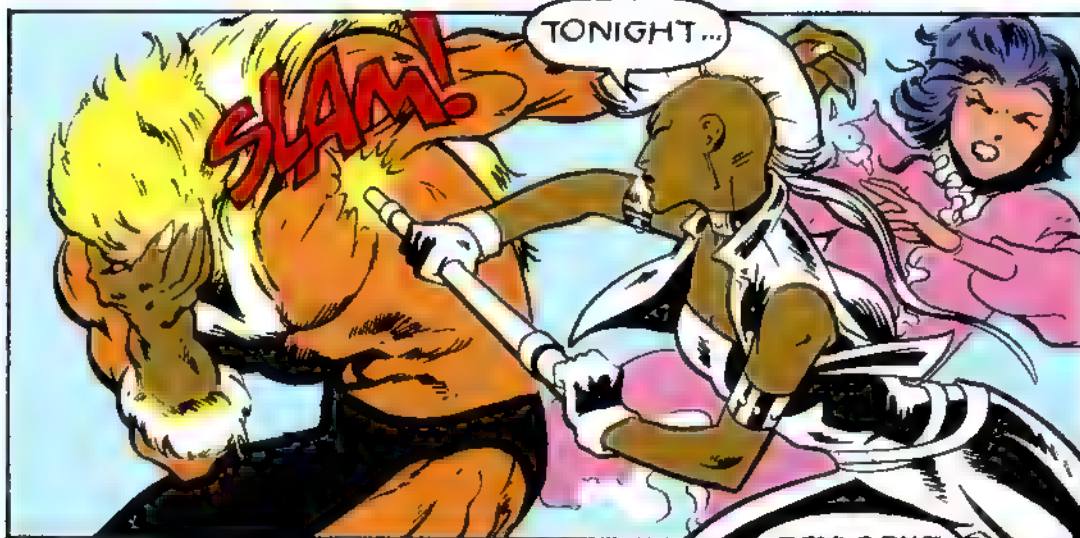
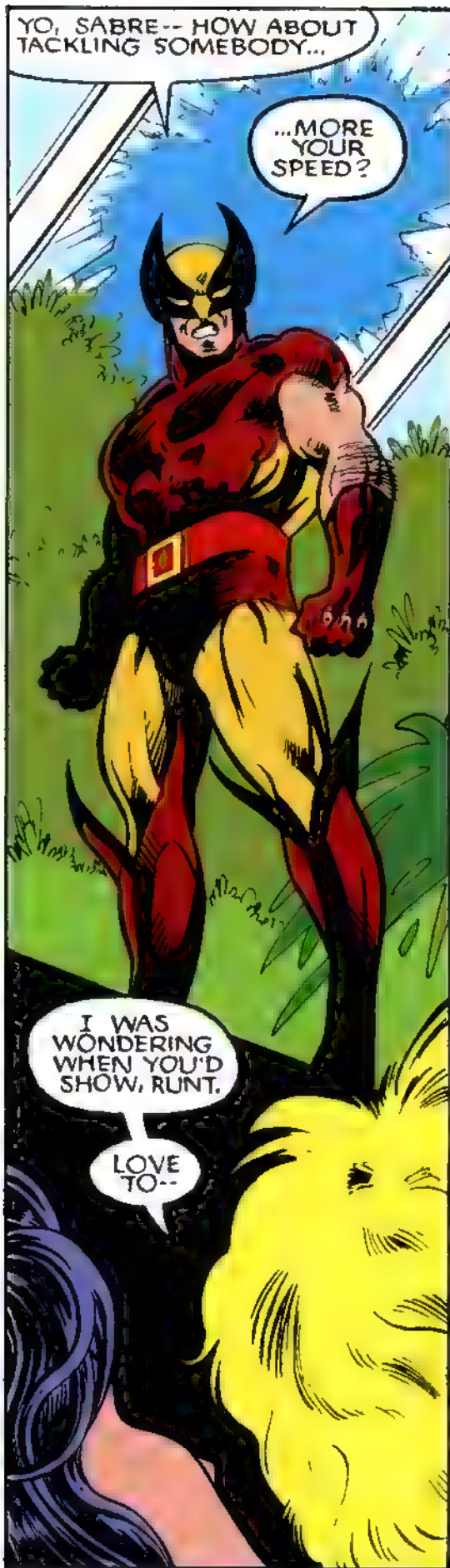


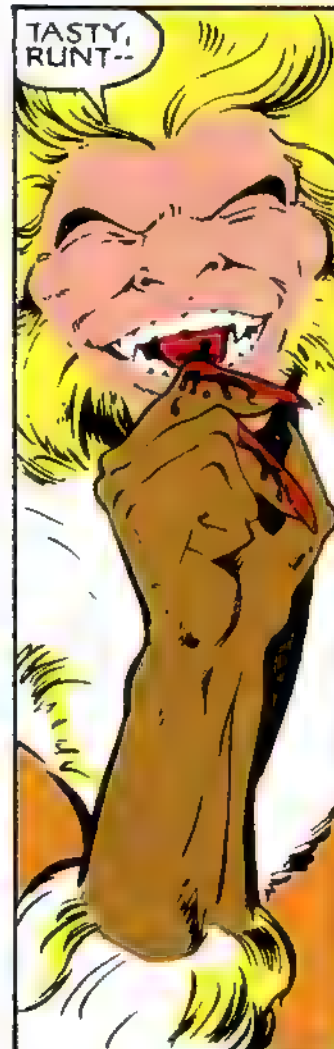
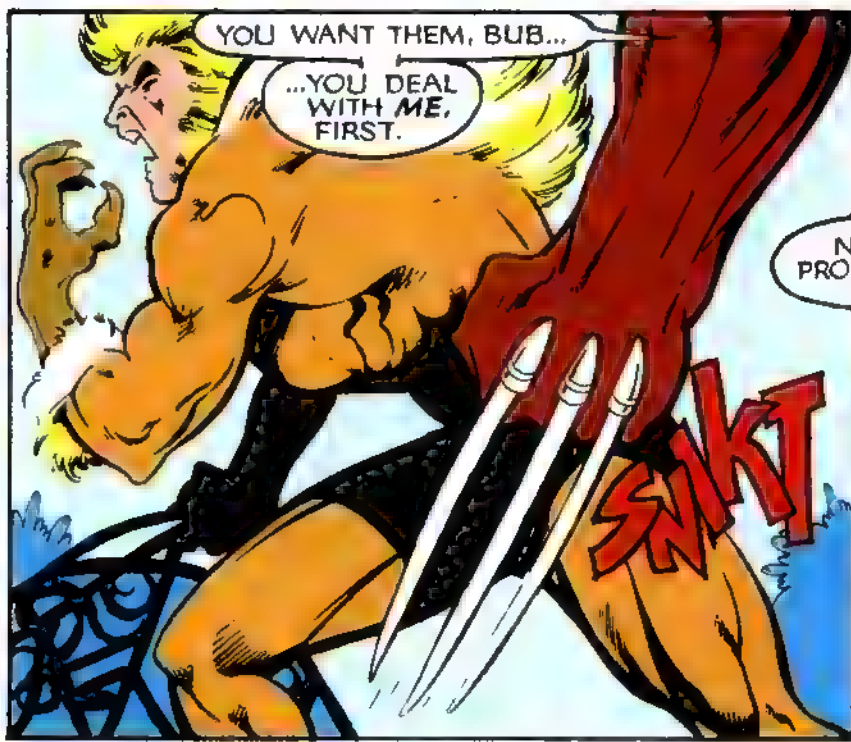


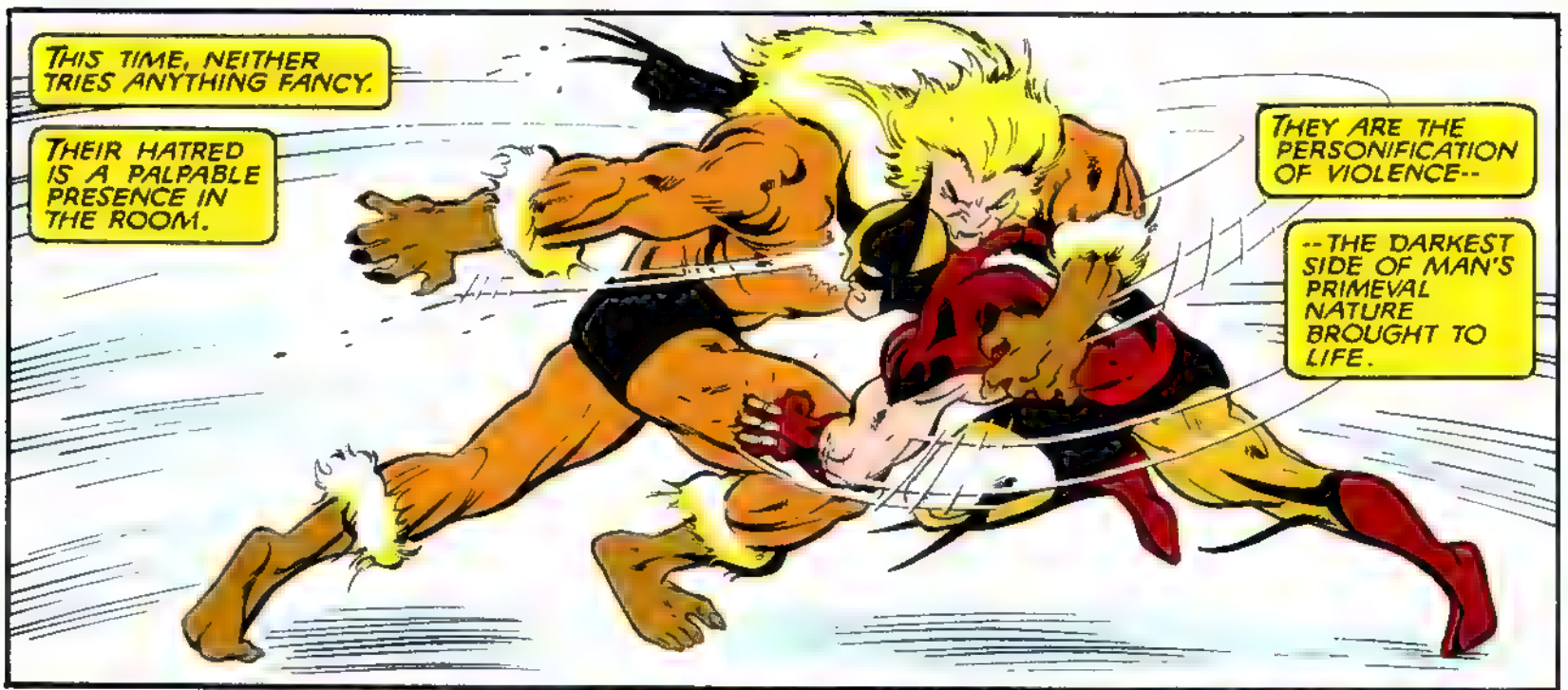












THIS TIME, NEITHER TRIES ANYTHING FANCY.

THEIR HATRED IS A PALPABLE PRESENCE IN THE ROOM.

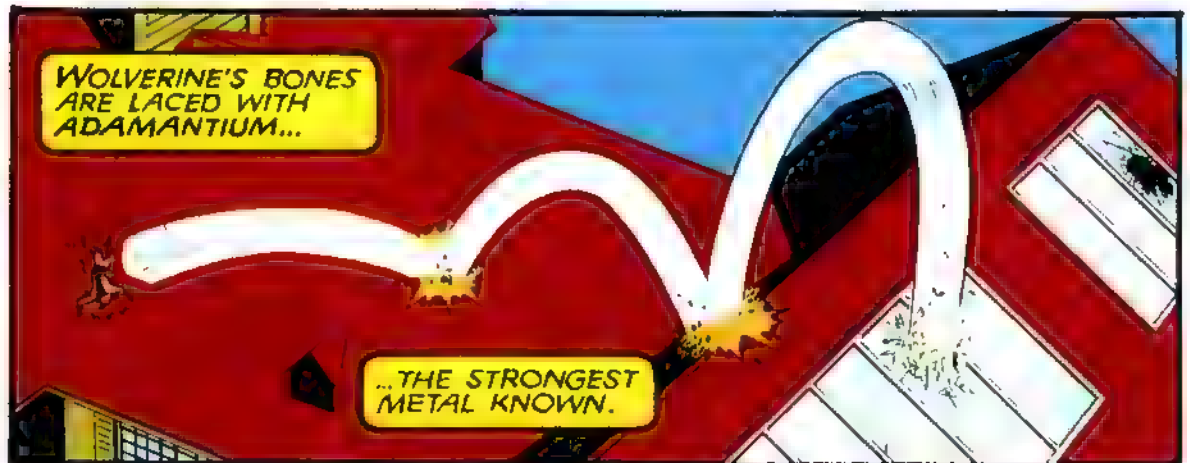
THEY ARE THE PERSONIFICATION OF VIOLENCE--

--THE DARKEST SIDE OF MAN'S PRIMEVAL NATURE BROUGHT TO LIFE.



QUARTER WILL NOT BE ASKED BETWEEN THEM...

...NOR GIVEN.



WOLVERINE'S BONES ARE LACED WITH ADAMANTIUM...

...THE STRONGEST METAL KNOWN.

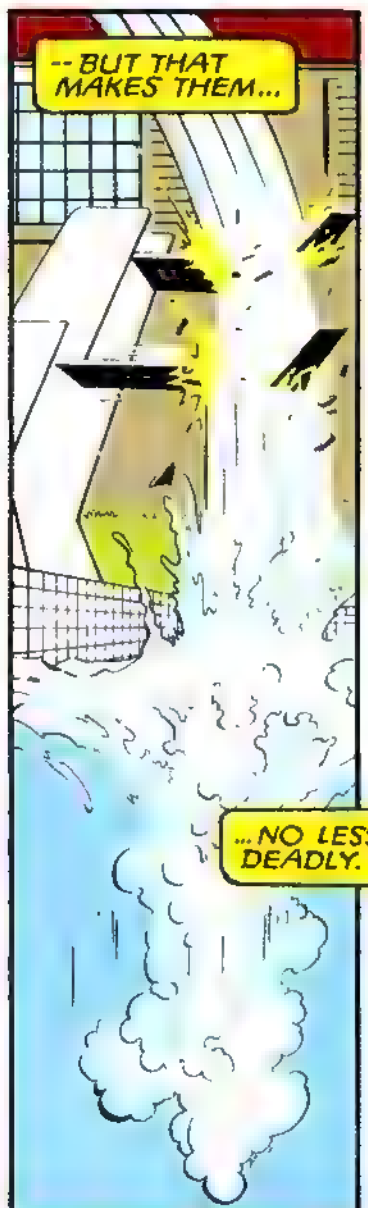


BUT SABRETOOTH IS LARGER, FASTER, STRONGER.



HIS CLAWS ARE NATURAL--

--WHERE WOLVERINE'S ARE MAN-MADE--



--BUT THAT MAKES THEM...

...NO LESS DEADLY.

AND BOTH MENS' WOUNDS BEGIN TO HEAL WITH FANTASTIC SPEED, THE INSTANT THEY ARE MADE.

CALLISTO HAS FOUND ROGUE, STORM. THE CHILD IS ALL RIGHT.

IS MISS BRADDOCK--?!

I LOOK FAR WORSE, MAGNETO...

...THAN I ACTUALLY AM.

HE THINKS MY WORDS BRAVADO.

IF HE ONLY KNEW...

THESE IMPROVISED CHAINS SHOULD HOLD OUR FOE.

NO! WAIT!

WE KNOW NEXT TO NOTHING ABOUT THE MARAUDERS! THIS IS A PERFECT OPPORTUNITY TO LEARN!

AND WE SHALL, ONCE SABRETOOTH IS PROPERLY RESTRAINED.

HIS PSYCHIC DEFENSES ARE FORMIDABLE.

UNDER THOSE CONDITIONS, THEY'LL BE FULLY ACTIVE.

I DOUBT WE'LL LEARN A THING.

BUT NOW, HIS CONCENTRATION IS FOCUSED ON HIS BATTLE WITH WOLVERINE!

I CAN SLIP INTO HIS MIND, WITHOUT HIM NOTICING...

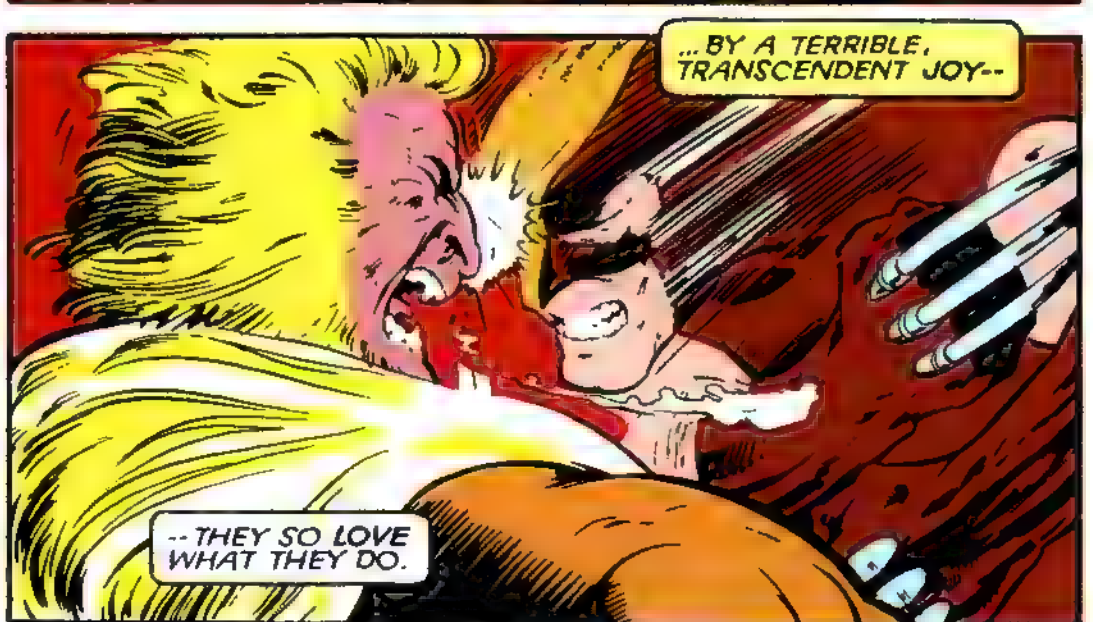
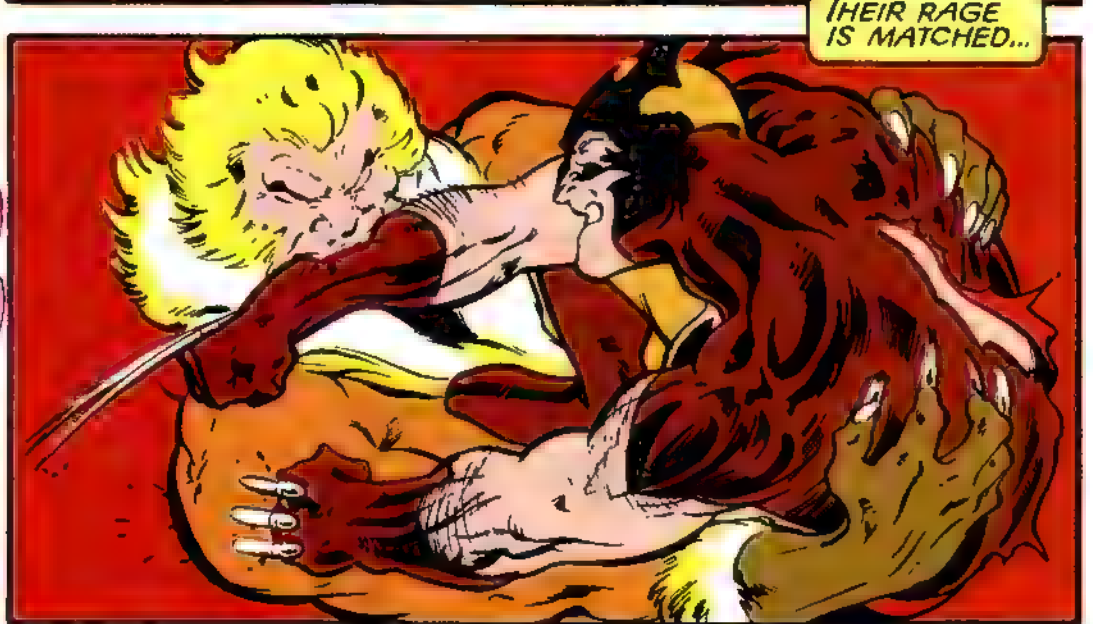
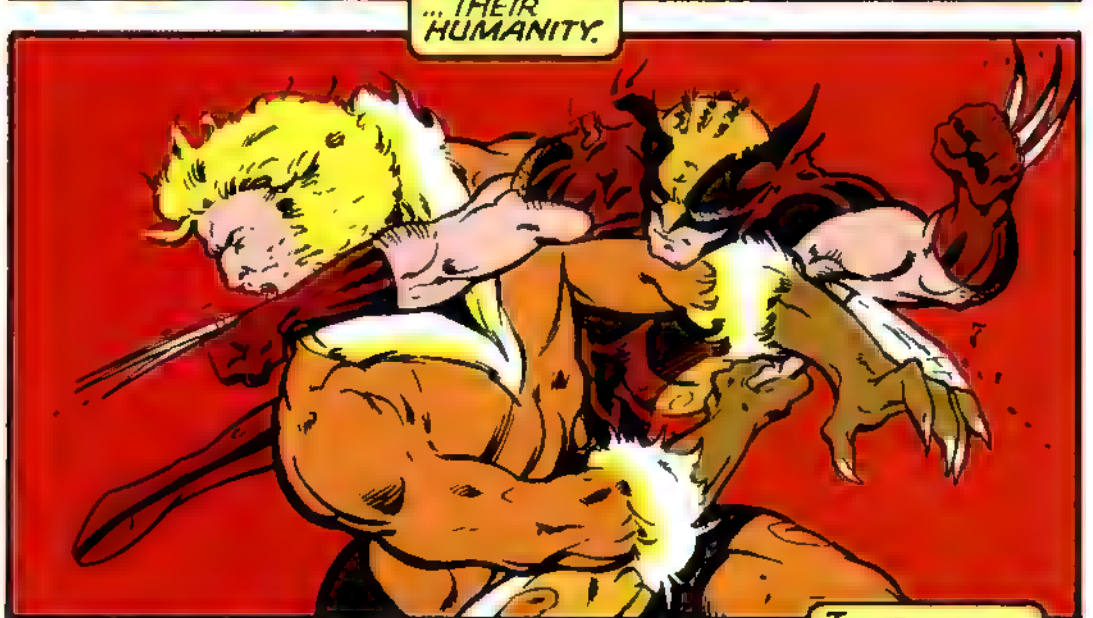
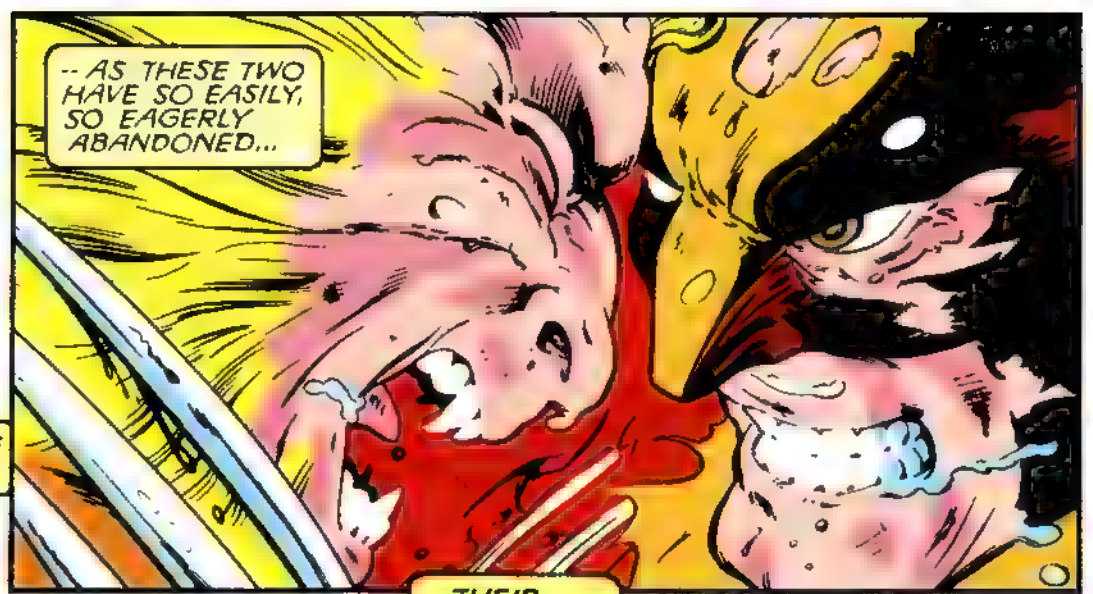
AND WHAT OF WOLVERINE?!

IS YOUR PLAN WORTH HIS UN-WITTING SACRIFICE?!

"HE CAN TAKE CARE OF HIMSELF, MAGNETO. HE'LL HAVE TO."

"STORM, I KNOW WHAT I'M TALKING ABOUT. I CAN DO THIS-- I'M THE ONLY ONE WHO CAN--"

"-- FOR ALL OUR SAKES, AT LEAST LET ME TRY!"



IMAGES AS WILD AS THE
MEN THEMSELVES CASCADE
THROUGH ME.

WOLVERINE-- MUCH YOUNGER,
TOSSED BROKEN AND BLOODY
ON A SNOWSCAPE.

THEY HAVE
FOUGHT BEFORE.



I SEE OTHER FACES,
HEAR OTHER VOICES--
FROM A MUCH LATER
TIME--

--MARAUDERS--



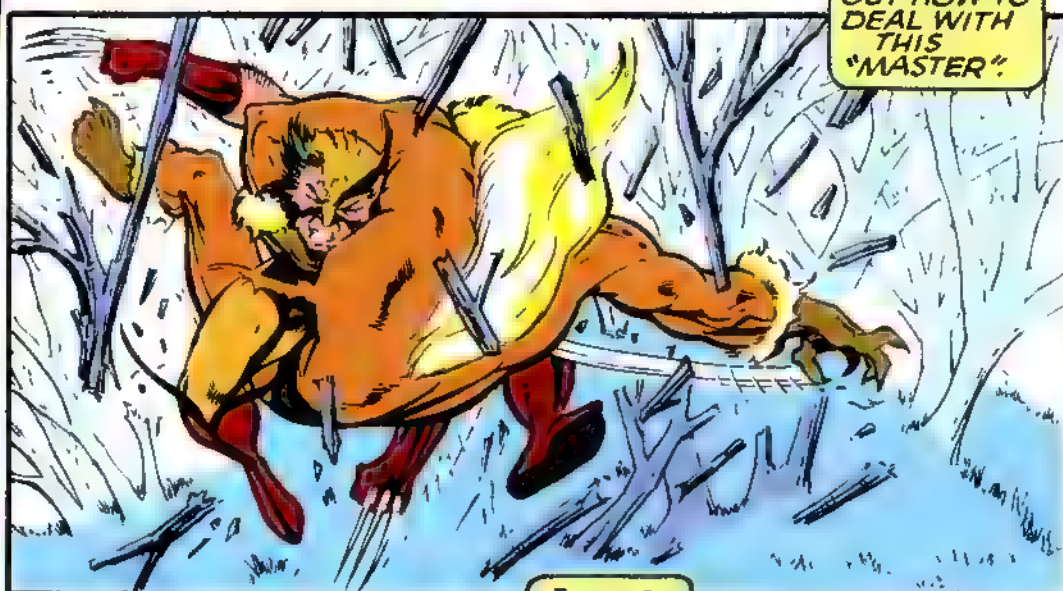
--AND A SHADOW ALL
ACKNOWLEDGE AS...

...THEIR
MASTER.

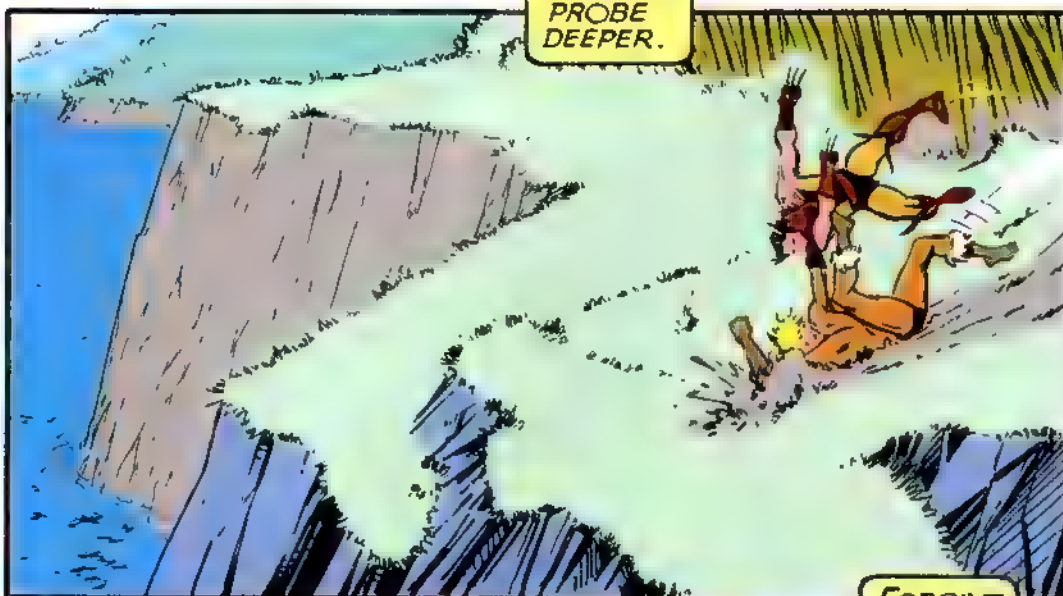


IT IS NOT
ENOUGH.

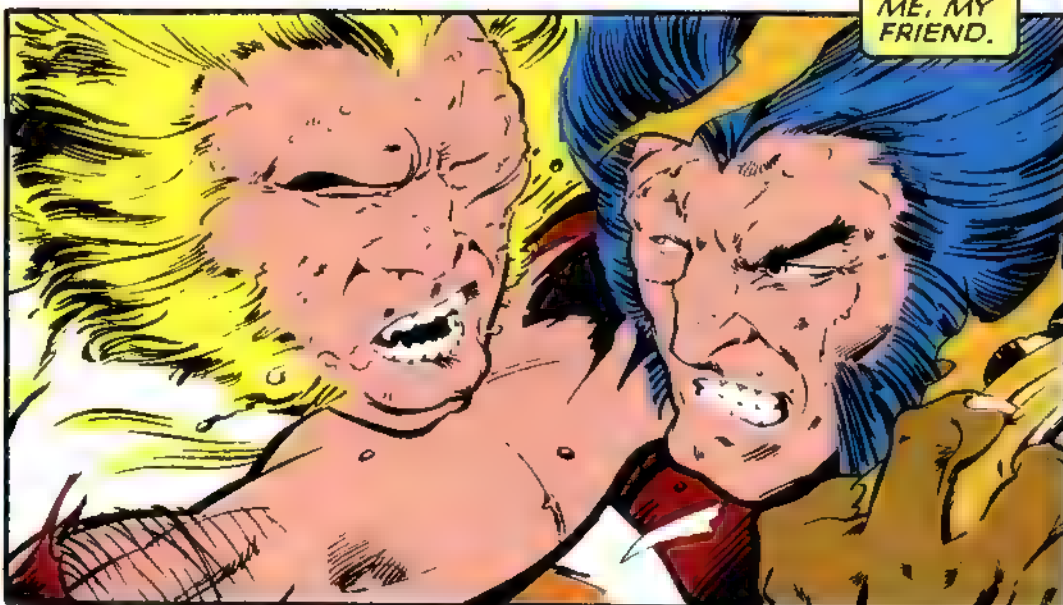
I MUST FIND
OUT HOW TO
DEAL WITH
THIS
"MASTER".

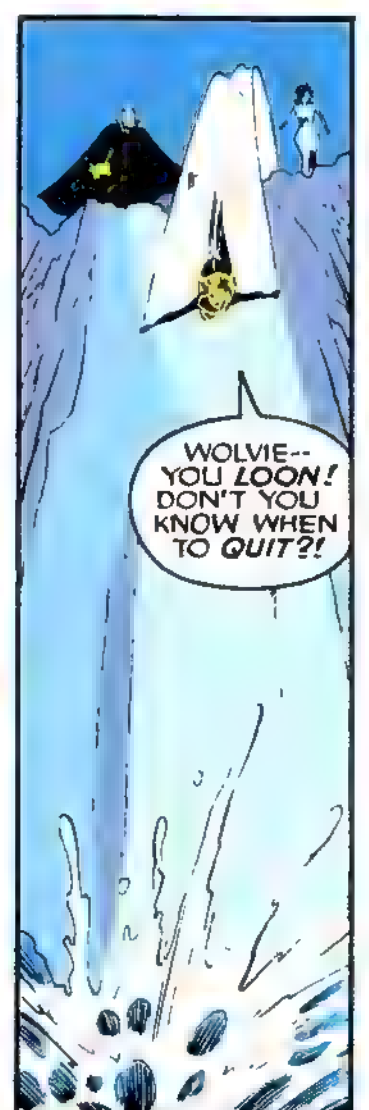
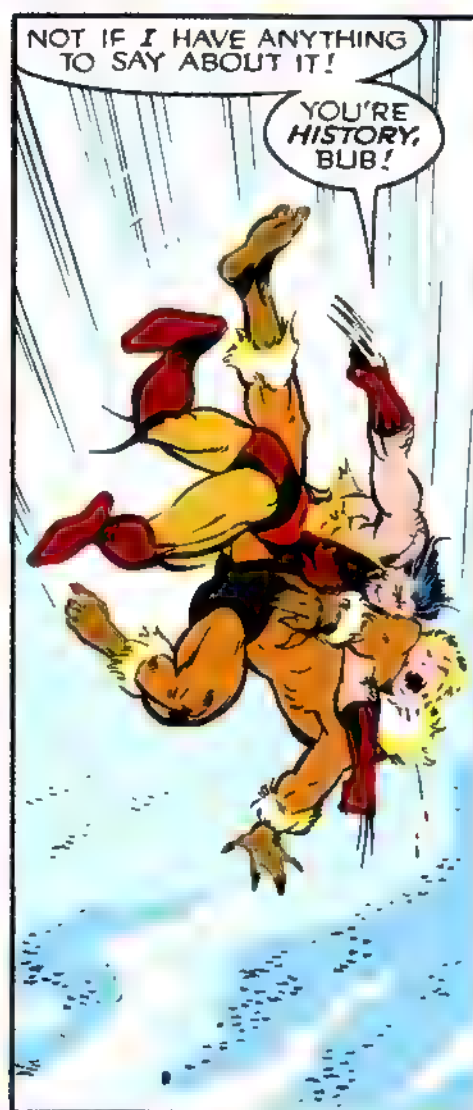
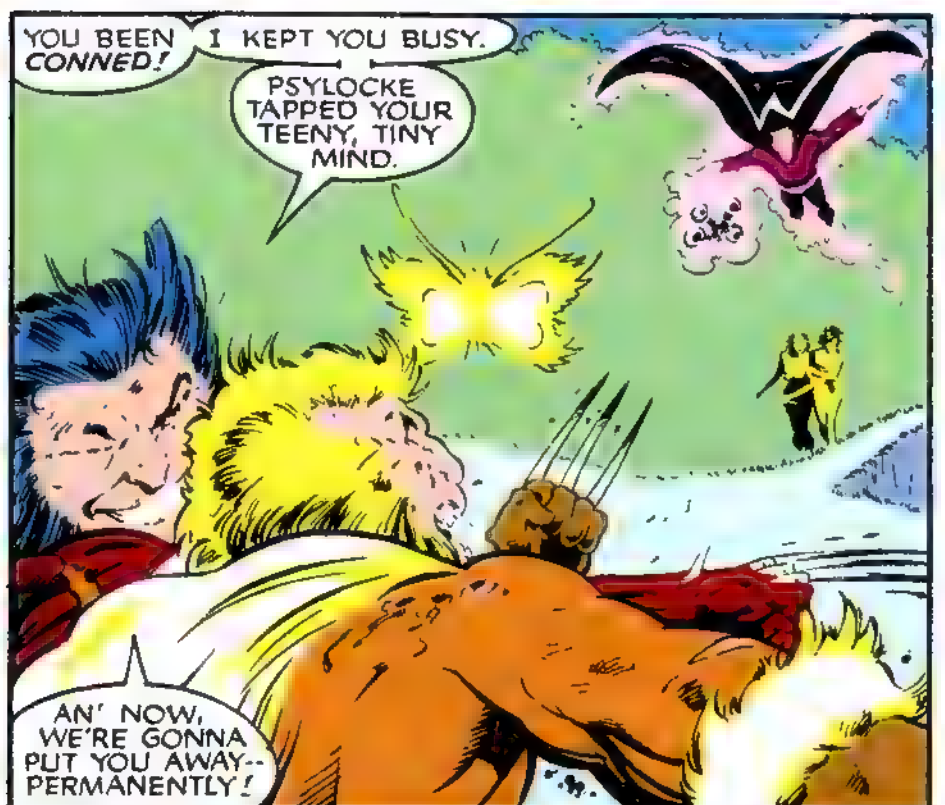


I MUST
PROBE
DEEPER.



FORGIVE
ME, MY
FRIEND.





WE SEARCH THROUGH THE NIGHT, WITHOUT SUCCESS, AND THE FOLLOWING MORNING...

WE WERE LUCKY. IF NOT FOR PSYLOCKE, THERE'D HAVE BEEN ANOTHER MASSACRE HERE.

AND IT'S NOT OVER.

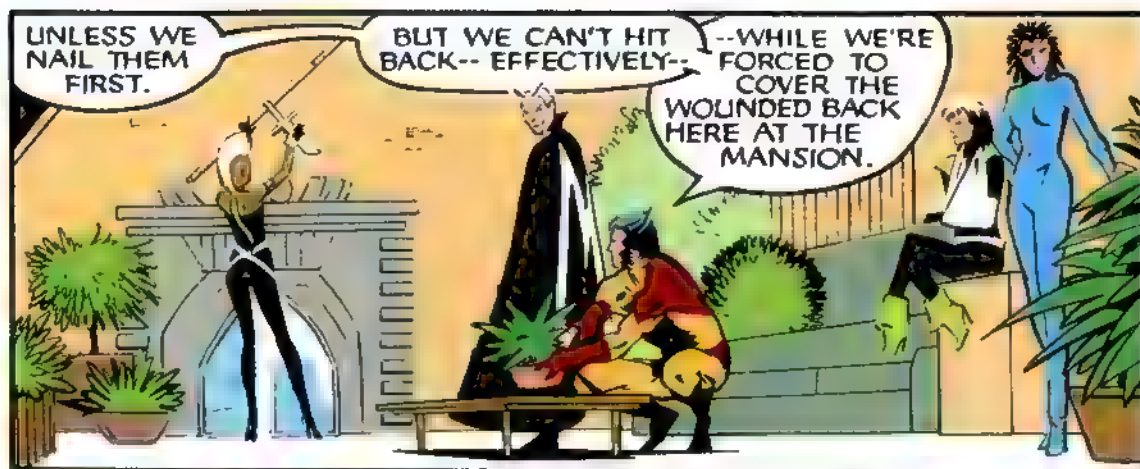
MARAUDERS'LL KEEP COMIN'-- 'TIL THEY GET US.



UNLESS WE NAIL THEM FIRST.

BUT WE CAN'T HIT BACK-- EFFECTIVELY--

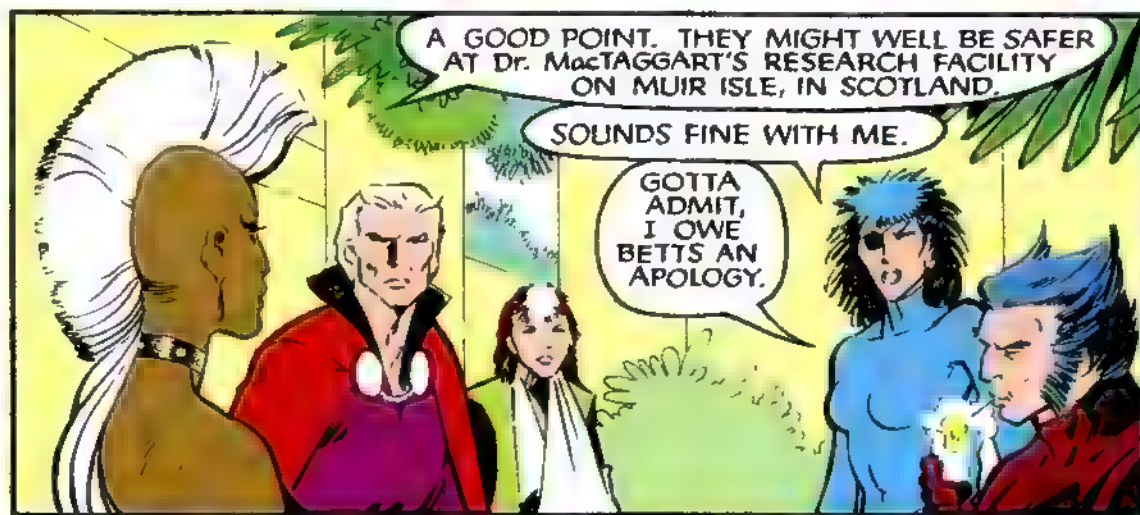
--WHILE WE'RE FORCED TO COVER THE WOUNDED BACK HERE AT THE MANSION.



A GOOD POINT. THEY MIGHT WELL BE SAFER AT Dr. MacTAGGART'S RESEARCH FACILITY ON MUIR ISLE, IN SCOTLAND.

SOUNDS FINE WITH ME.

GOTTA ADMIT, I OWE BETTS AN APOLOGY.



WHEN THE CRUNCH CAME, SHE DIDN'T FOLD. SHE THOUGHT OF THE X-MEN BEFORE HERSELF-- EVEN THOUGH WE'D ALL PUT HER DOWN PRETTY HARD. HANDLED HERSELF REAL WELL, TOO.

ASK ME, SHE'S PROVED HERSELF-- AN' THEN SOME.

IF IT'S WHAT SHE WANTS...

...SHE'S AN X-MAN.



IT'S VERY MUCH WHAT I WANT, MY FRIEND.

IF THERE ARE NO OBJECTIONS.



WOLVERINE SPEAKS FOR US ALL, ELIZABETH.



WELCOME TO THE TEAM!



NEXT: WITH **MALICE** TOWARDS ALL!

MARVEL[®]
25TH
ANNIVERSARY



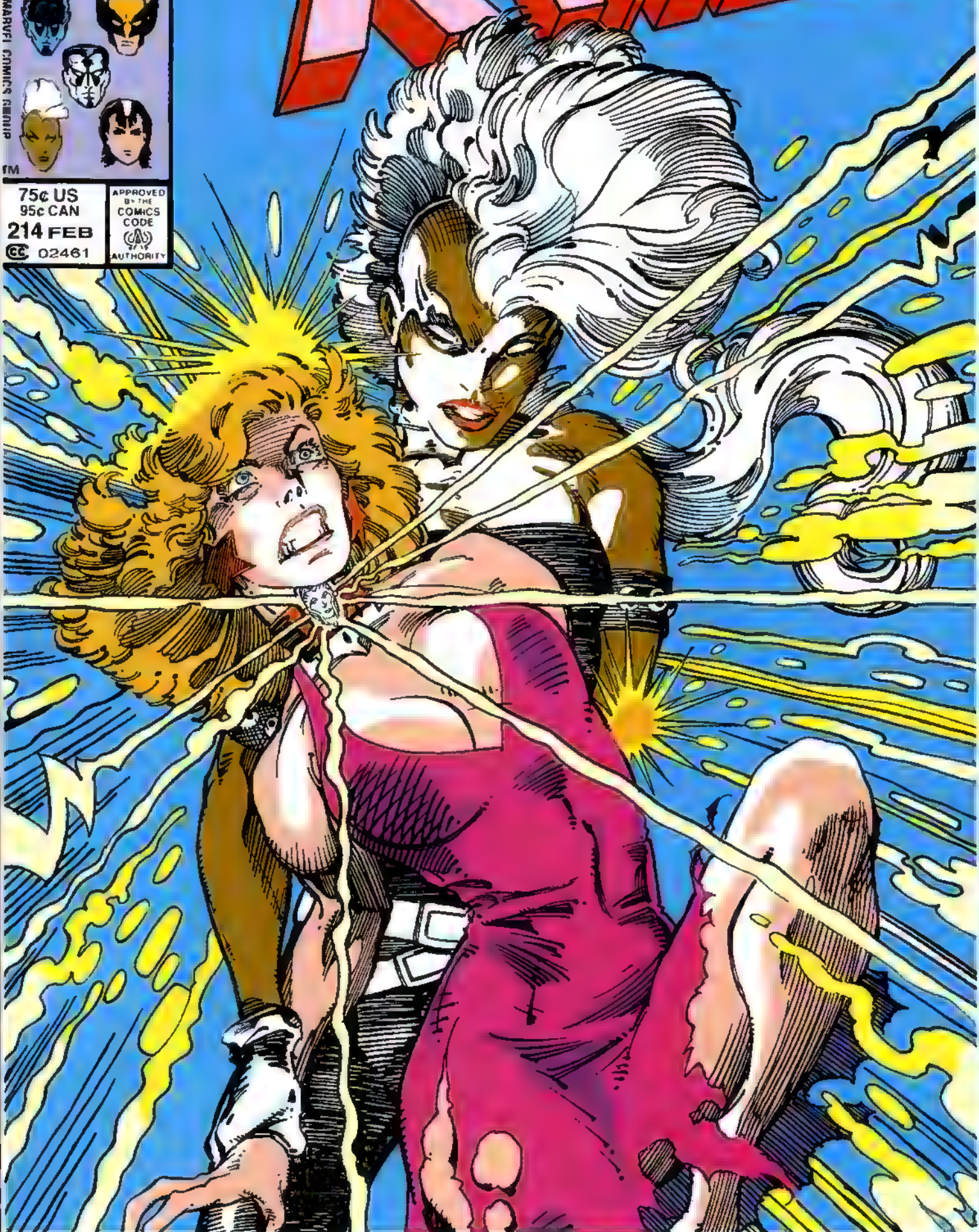
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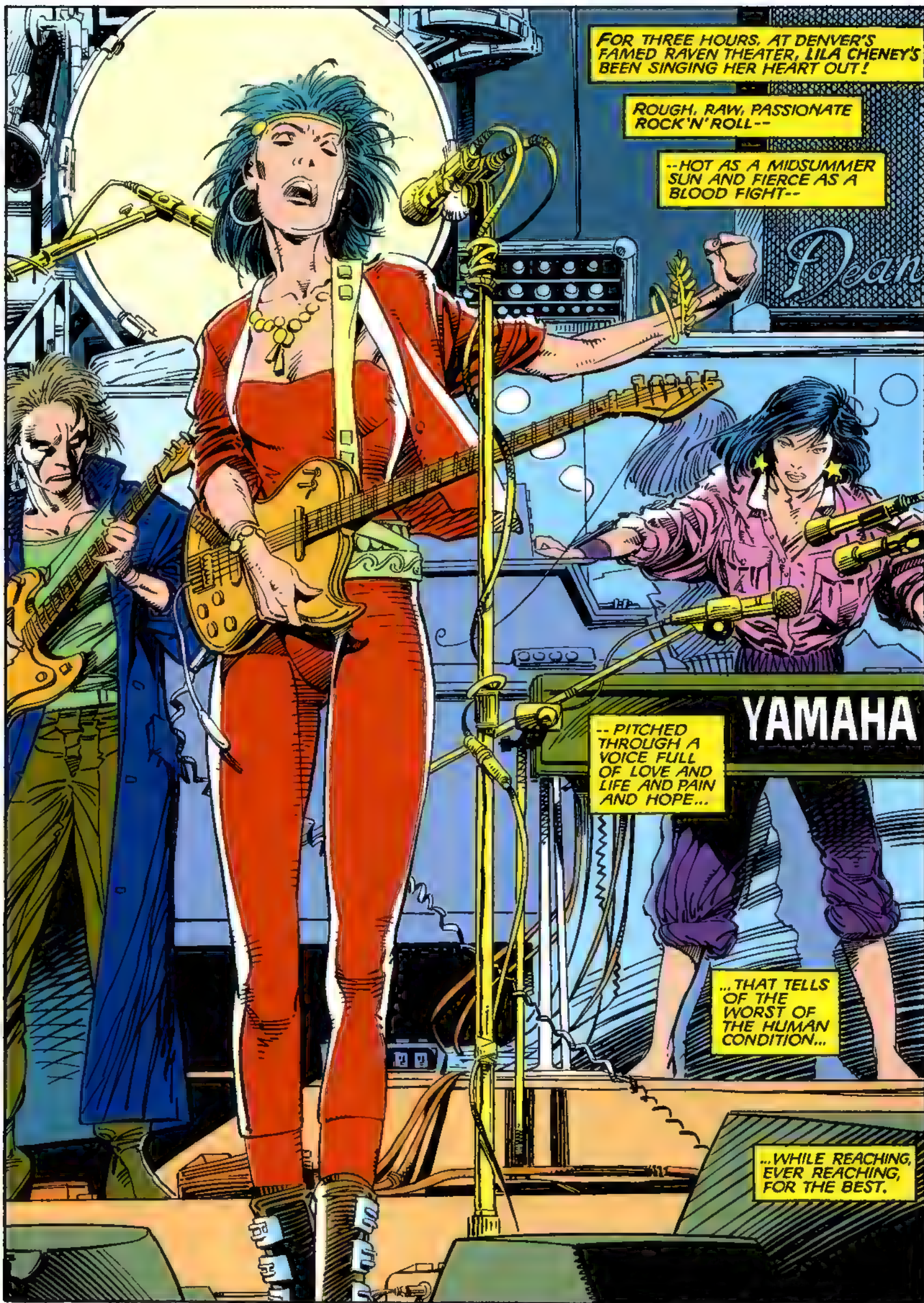
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95¢ CAN
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APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE UNCANNY X-MEN[®]





FOR THREE HOURS, AT DENVER'S FAMED RAVEN THEATER, LILA CHENEY'S BEEN SINGING HER HEART OUT!

ROUGH, RAW, PASSIONATE ROCK'N'ROLL--

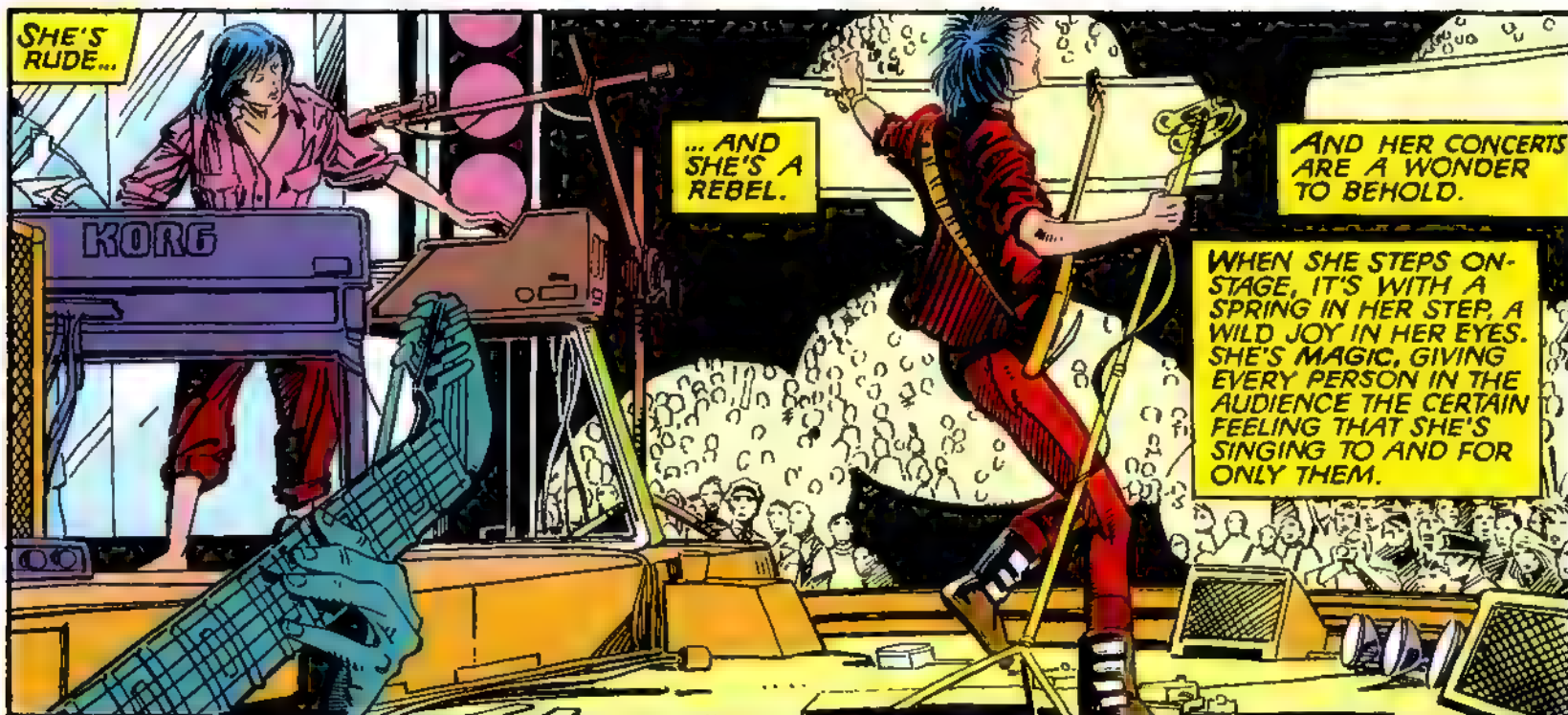
--HOT AS A MIDSUMMER SUN AND FIERCE AS A BLOOD FIGHT--

-- PITCHED THROUGH A VOICE FULL OF LOVE AND LIFE AND PAIN AND HOPE...

... THAT TELLS OF THE WORST OF THE HUMAN CONDITION...

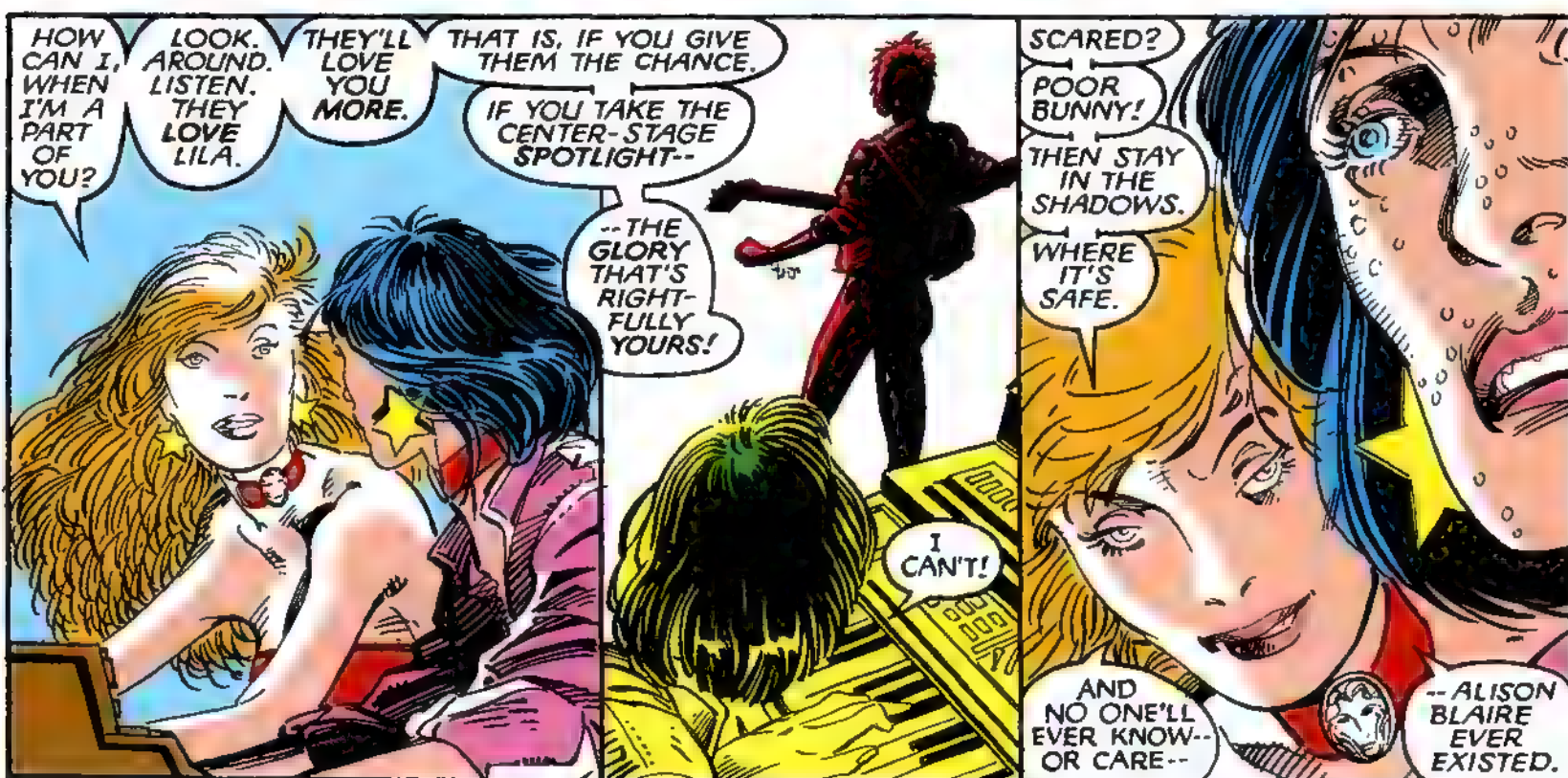
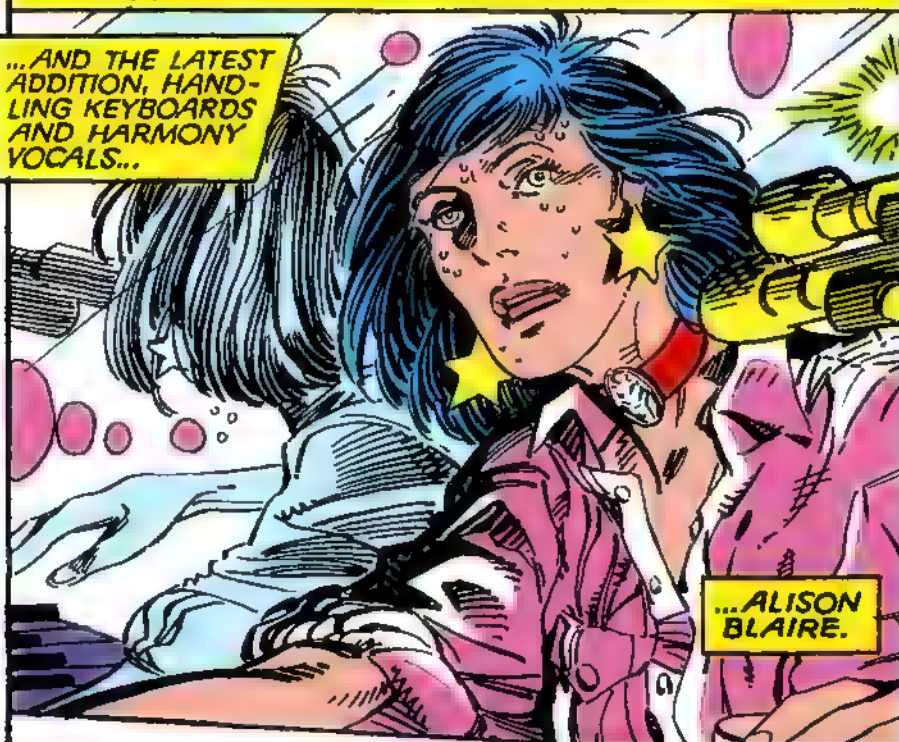
...WHILE REACHING, EVER REACHING, FOR THE BEST.

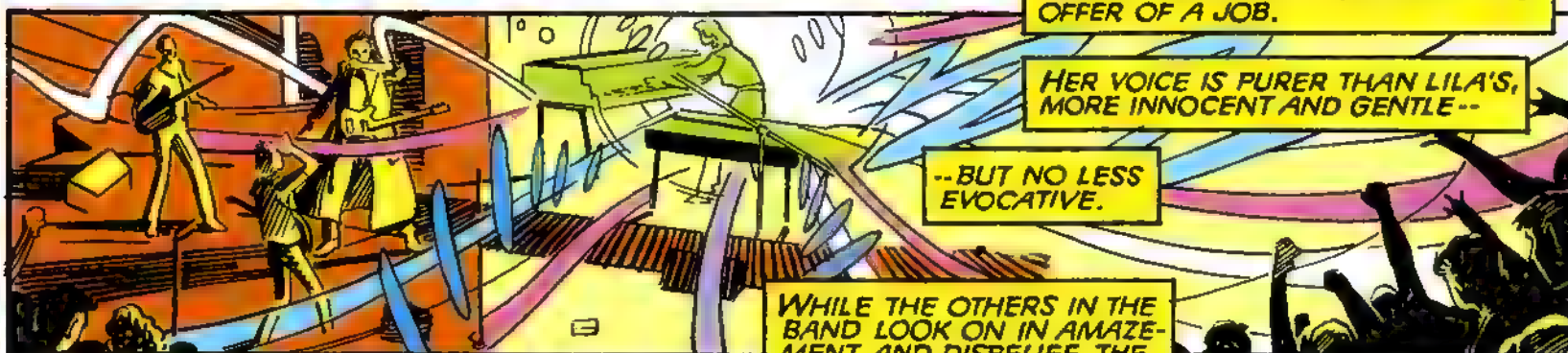
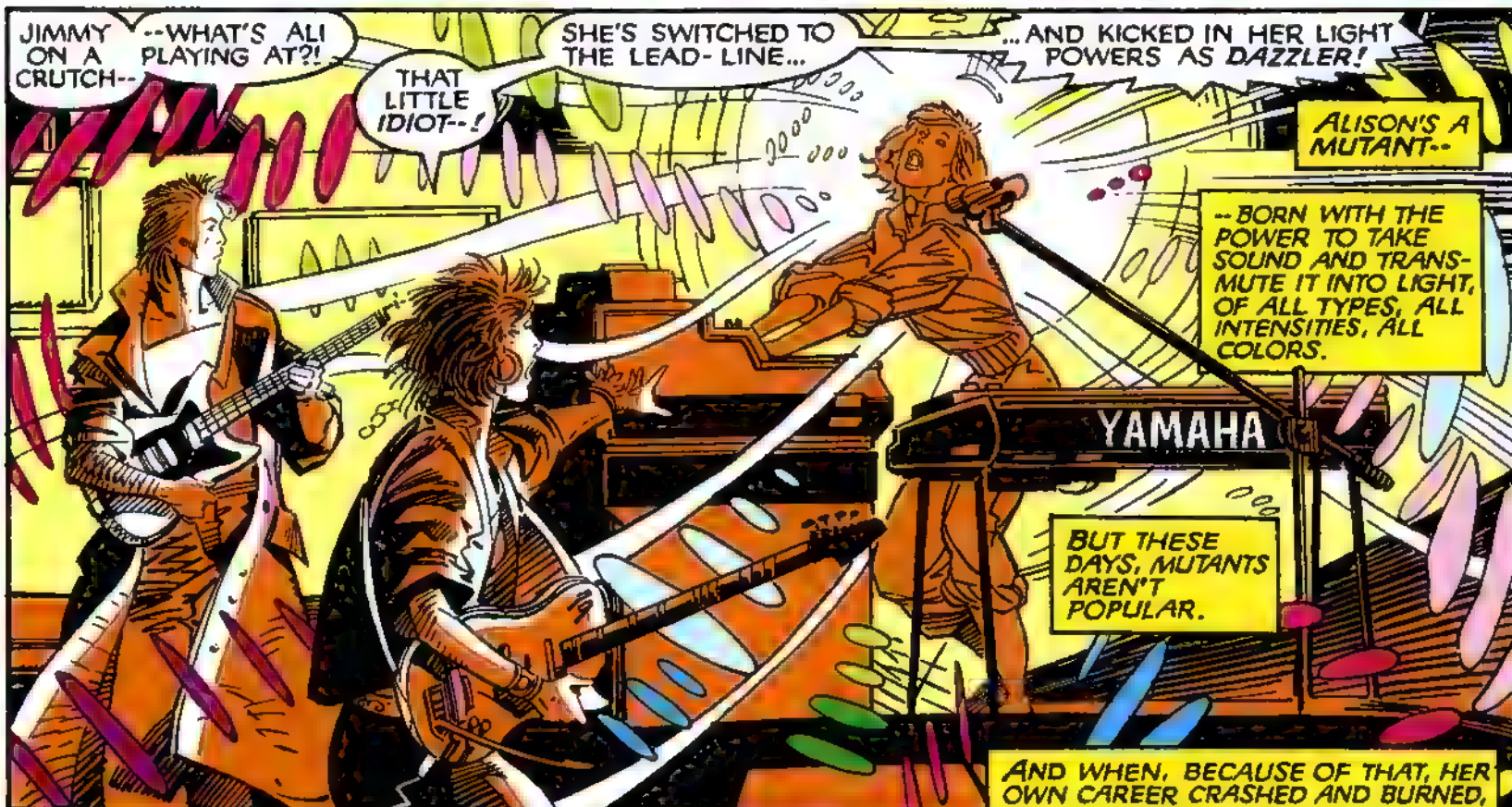
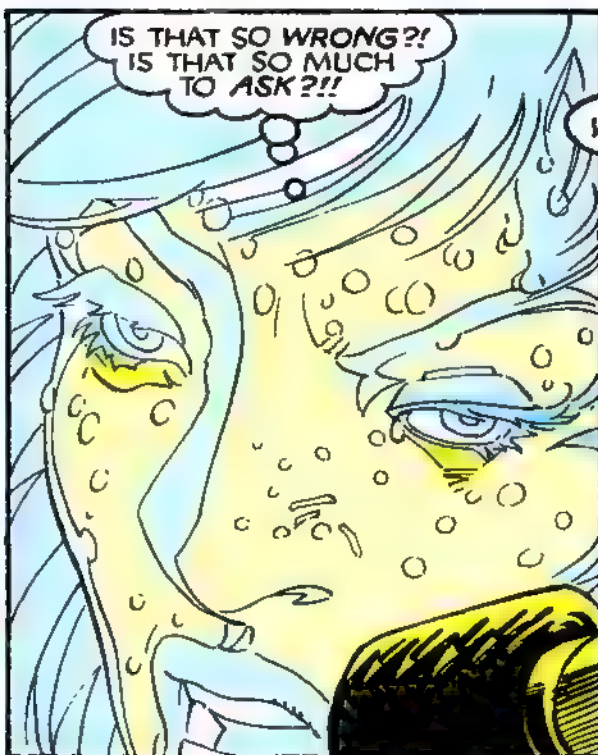
YAMAHA

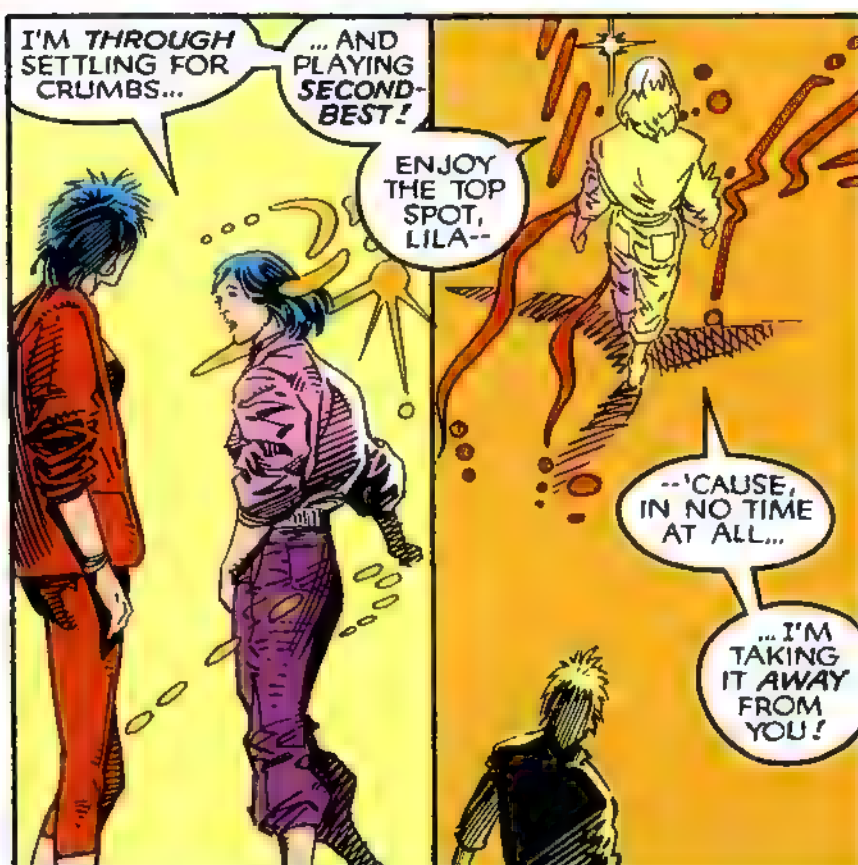
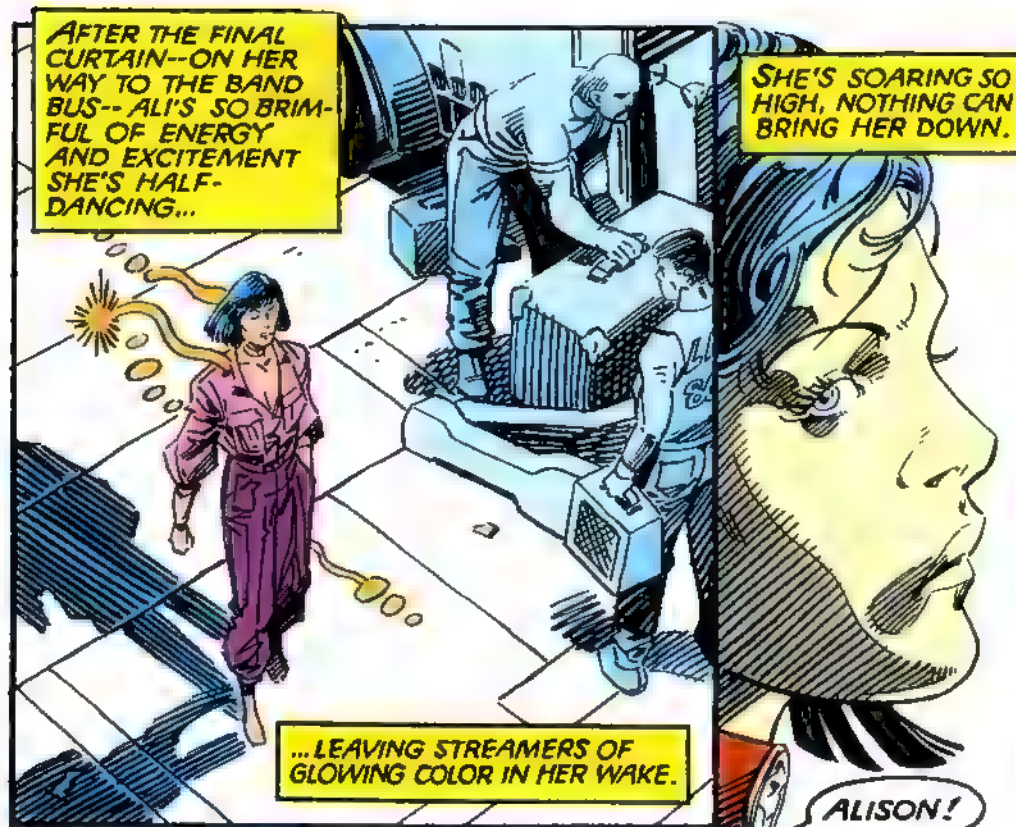


SHE'S BACKED AS WELL BY ONE OF THE FINEST BANDS IN THE BUSINESS--GUITARISTS BEN LOCKLIN AND CONAL DURAN, PLUS GREY HAVERO ON DRUMS...

...AND THE LATEST ADDITION, HANDLING KEYBOARDS AND HARMONY VOCALS...







ANOTHER NIGHT...

... ANOTHER PLACE-- PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, IN SUBURBAN NEW YORK-- SOME 2,000 MILES EASTWARD.

THE HOUSE IS SILENT, THE MOOD SOMBER-- ITS NATURAL PEACE AND TRANQUILITY SHATTERED, PERHAPS FOREVER.

WITH **MALICE** TOWARD ALL!

CHRIS CLAREMONT, WRITER; BARRY WINDSOR-SMITH, PENCILER

THIS IS THE HOME OF THE X-MEN-- MUTANTS AND HEROES AND, MORE OFTEN THAN NOT, OUTCASTS FROM A WORLD TURNING MORE HOSTILE AND DEADLY BY THE DAY.

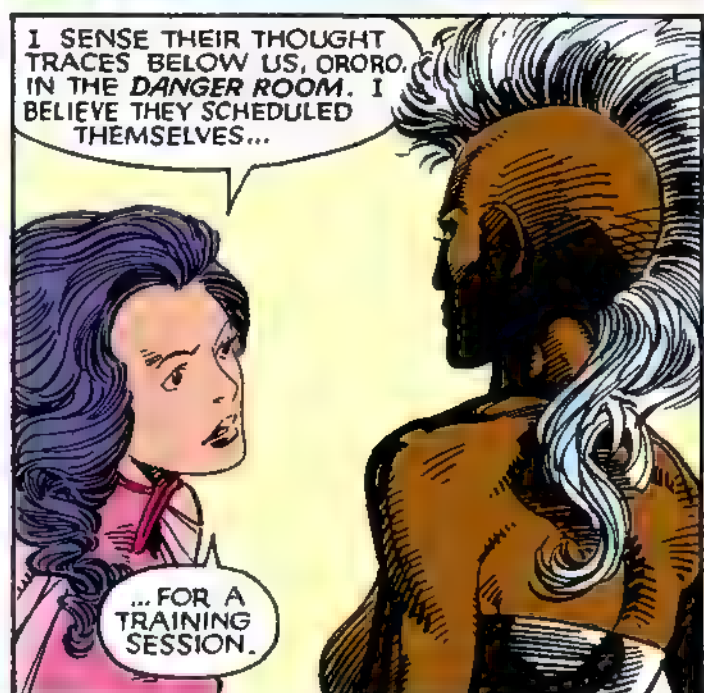
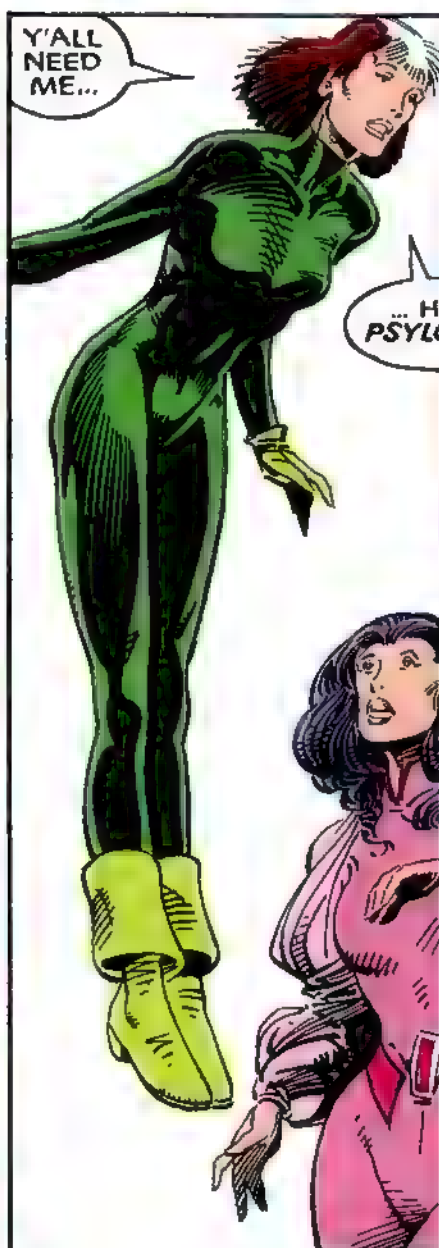
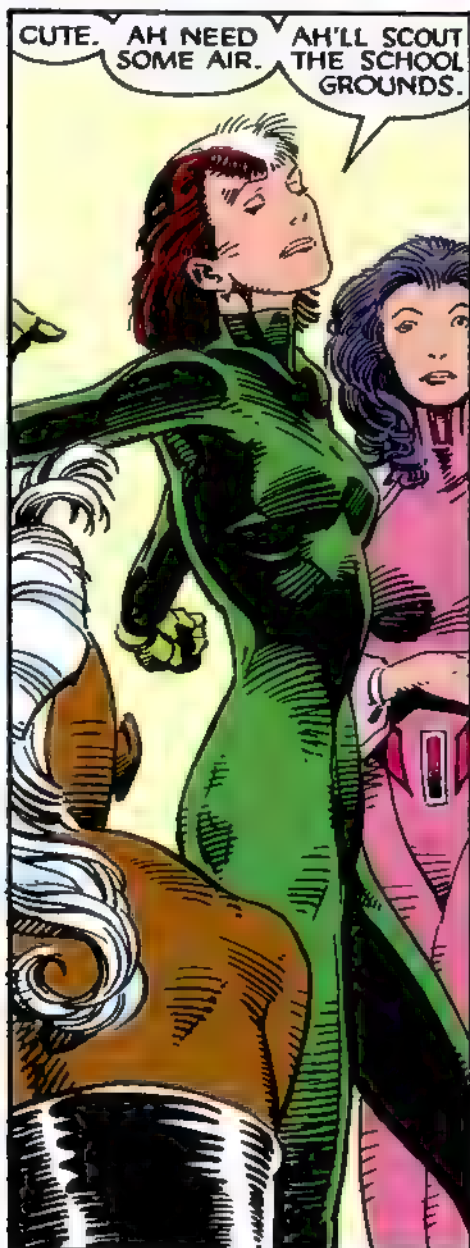
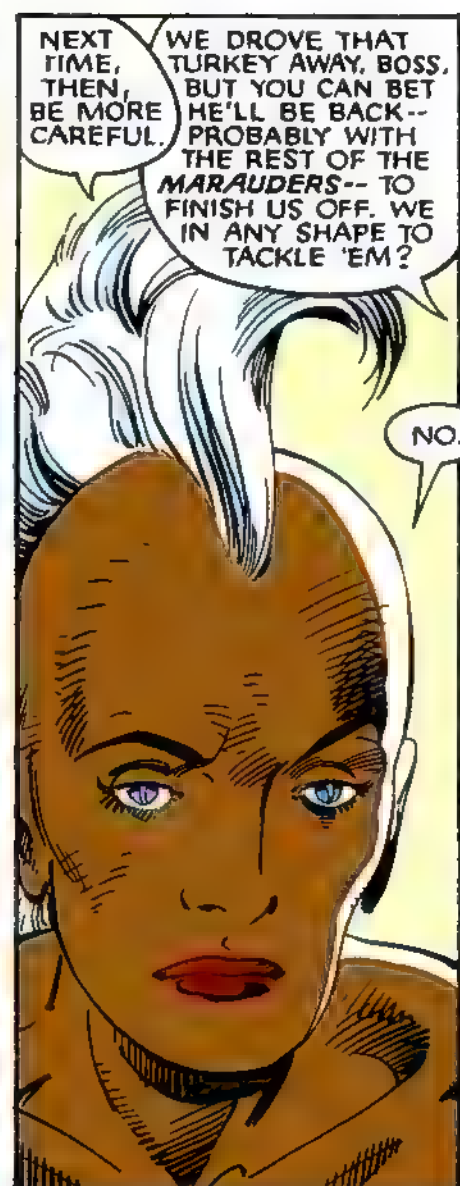
WELL, ROGUE?

LOST CAUSE, STORM.

CEREBRO'S DESIGN IS WAY BEYOND MY KNOWLEDGE AND EXPERIENCE. PROFESSOR XAVIER PUT THIS MESS TOGETHER. AH FIGURE HE'S 'BOUT THE ONLY ONE WHO CAN FIX IT.

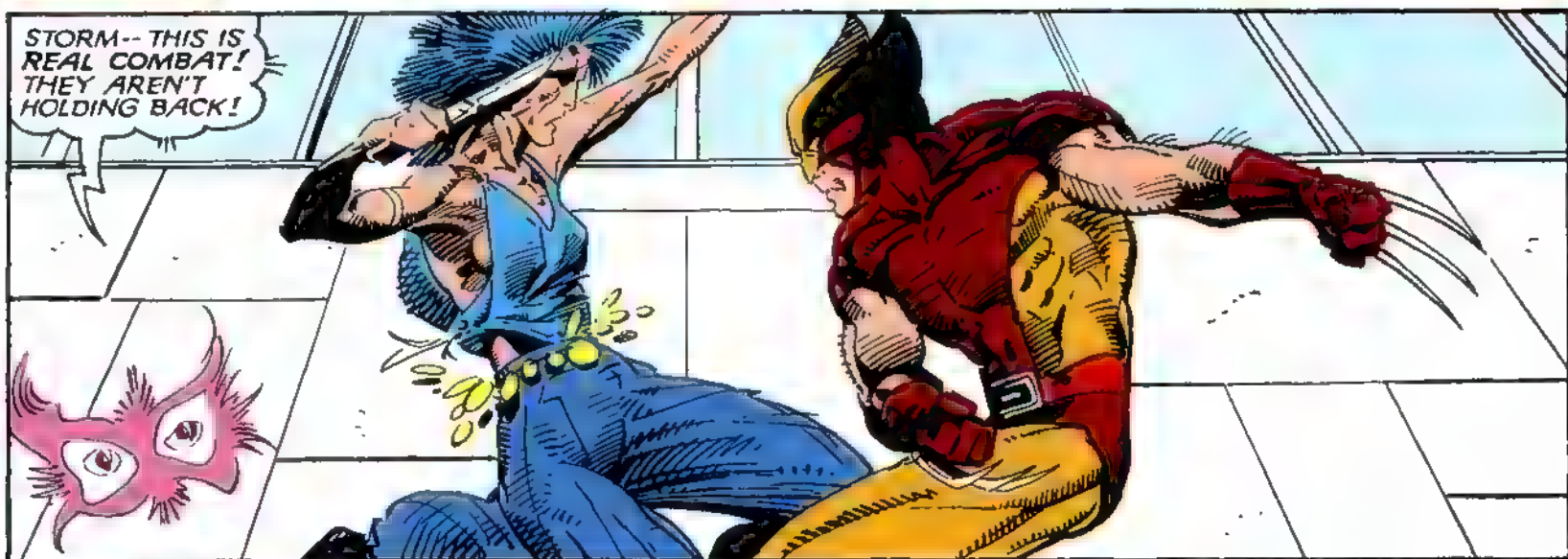
TILL THEN, BOSS, OUR MUTANT- DETECTING SCANNER SYSTEM IS ONLY SO MUCH ESOTERIC, EXPENSIVE, HIGH- TECH JUNK!

BOB WIACEK - INKER • GLYNIS OLIVER - COLORIST • TOM ORZECOWSKI - LETTERER • ANN NOCENTI - EDITOR • JIM SHOOTER - EDITOR IN CHIEF

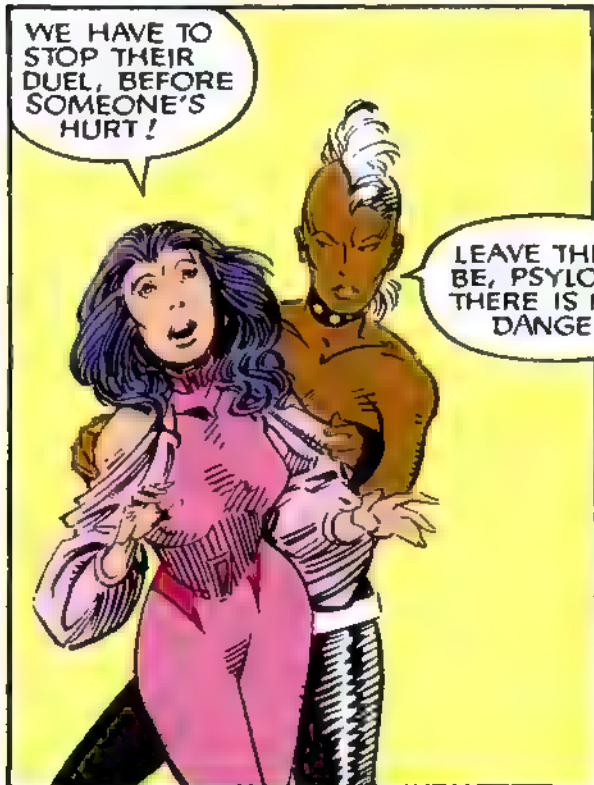




I'LL PSI-LINK US, SO YOU CAN OBSERVE THEM.

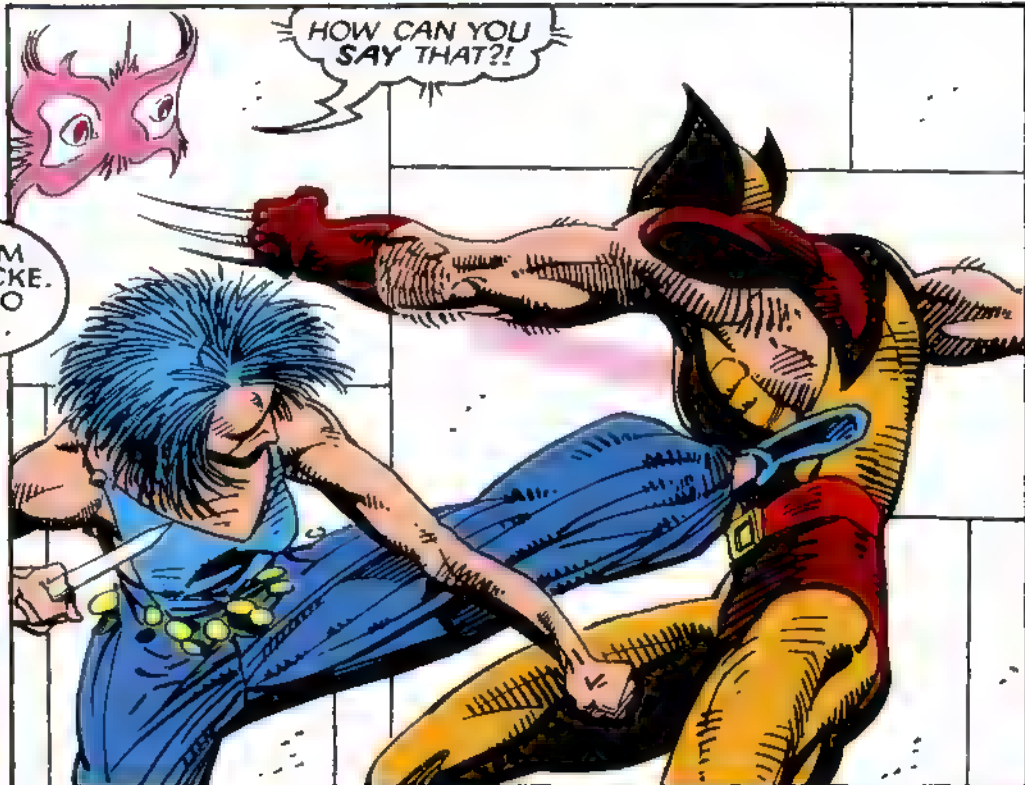


STORM-- THIS IS REAL COMBAT! THEY AREN'T HOLDING BACK!

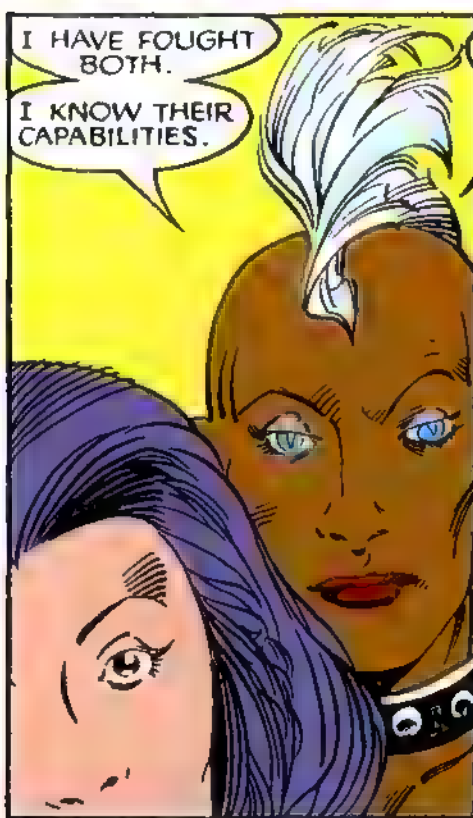


WE HAVE TO STOP THEIR DUEL, BEFORE SOMEONE'S HURT!

LEAVE THEM BE, PSYLOCKE. THERE IS NO DANGER.



HOW CAN YOU SAY THAT?!



I HAVE FOUGHT BOTH. I KNOW THEIR CAPABILITIES.



AND TRUST THEIR JUDGMENT.



GETTIN' SLOW
IN YOUR OLD
AGE, CAL?

HAH!



YOU GETTIN'
CLUMSY?!



YOUR BONES CAN'T BE
BROKEN, WOLVERINE,
BUT FLESH CAN BE
CUT, THE BODY
STILL BLEEDS!

YOU GOT
FANCY
ADAMANTIUM
CLAWS, SLICE
THROUGH
ANYTHING--



-- BUT
THEIR
REACH IS
ONLY AS
LONG AS
YOUR
ARM.



MINE'S
LONGER!



NICE
TRY.

THROAT
SHOT
WOULD
DO THE
TRICK.

IF IT HIT.



YOU'RE TOUGH,
WOLVIE. NOT
INVULNERABLE.
NOBODY'S
THAT.

NOT MY MORLOCKS.
NOT YOU X-MEN.

NOT EVEN THE
MARAUDERS.

YOU GOIN'
HUNTIN',
CALLISTO?

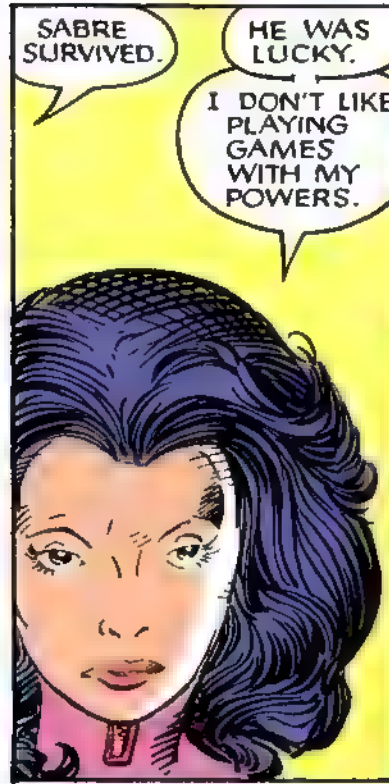
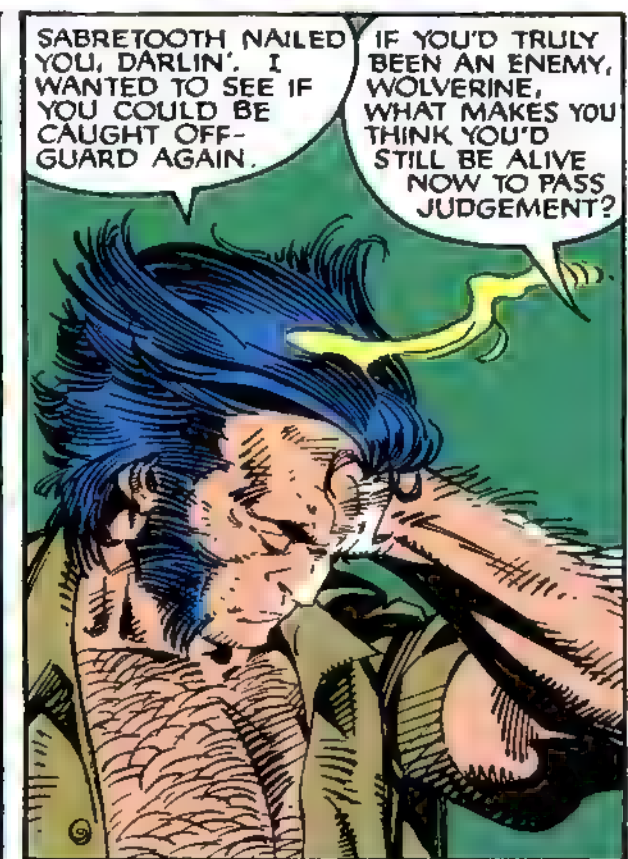
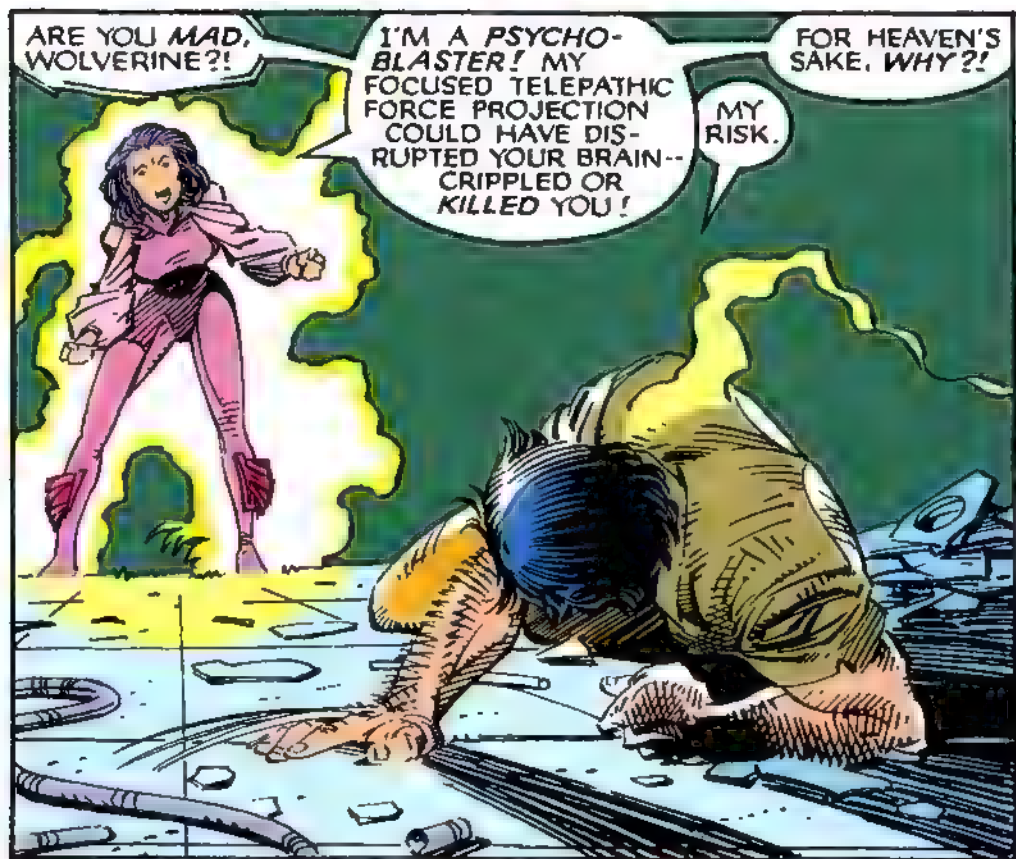
WANT TO.
WITH ALL MY
HEART. THEY
SLAUGHTERED
MY PEOPLE
LIKE ANIMALS.

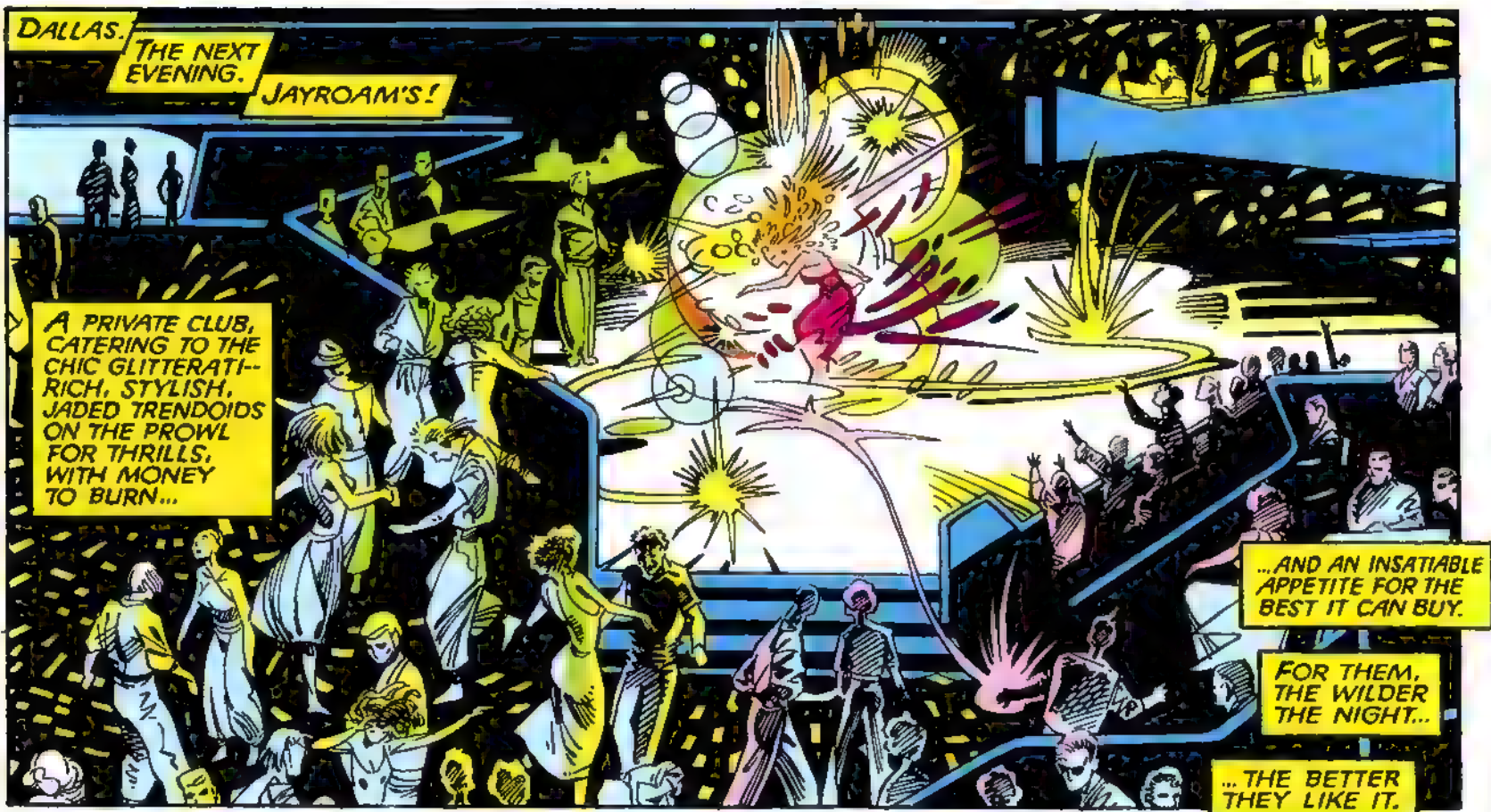


BUT I GOT
A DEBT TO
THE FEW WHO
SURVIVED.

I'M THEIR
LEADER-- SAME
AS STORM IS
YOURS-- THEIR
NEEDS, THEIR
RESPONSIBILI-
TIES, ARE WHAT
MATTER.

LIKE
IT OR
NOT.





DALLAS. THE NEXT EVENING. JAYROAM'S!

A PRIVATE CLUB, CATERING TO THE CHIC GLITTERATI-- RICH, STYLISH, JADED TRENDONDS ON THE PROWL FOR THRILLS, WITH MONEY TO BURN...

...AND AN INSATIABLE APPETITE FOR THE BEST IT CAN BUY.

FOR THEM, THE WILDER THE NIGHT...

...THE BETTER THEY LIKE IT.



THIS WITCHING HOUR, THEY'RE IN SEVENTH HEAVEN--

-- MUCH LIKE THE GORGEOUS BLONDE DANCING JOYOUSLY ALONE, SPLAYING LIGHT OF ALL INTENSITIES AND HUES THROUGHOUT THE ROOM, WITH UNCARING ABANDON.



VERY NASTY. WHOLE PLACE IS ON EDGE-- READY TO EXPLODE.

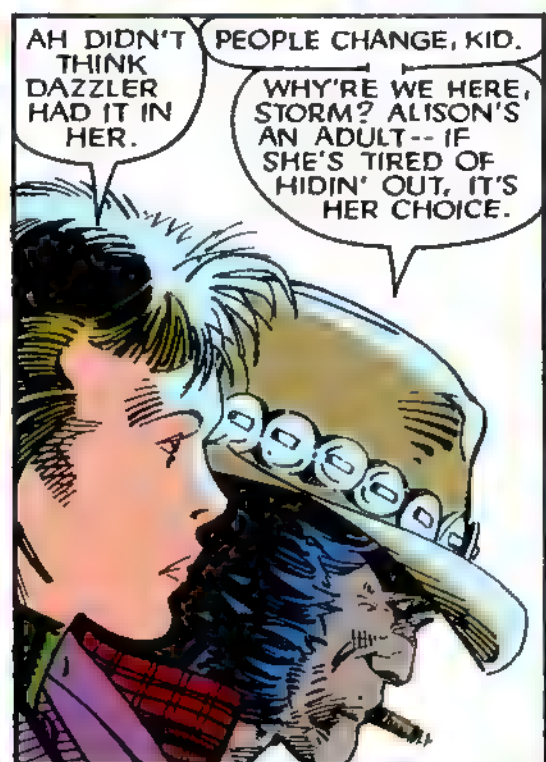
MS. BLAIRE'S THE CAUSE!

HER LIGHT-SHOW IS INTENSIFYING THE CROWD'S NEGATIVE EMOTIONAL STATE...



... TO AN ALMOST PSYCHOTIC EXTENT. THE THOUGHT PATTERNS ARE SO PRIMALLY VIOLENT, I DARE NOT LOWER MY PSI-SHIELDS.

PRETTY UGLY, ALL RIGHT.



AH DIDN'T THINK DAZZLER HAD IT IN HER.

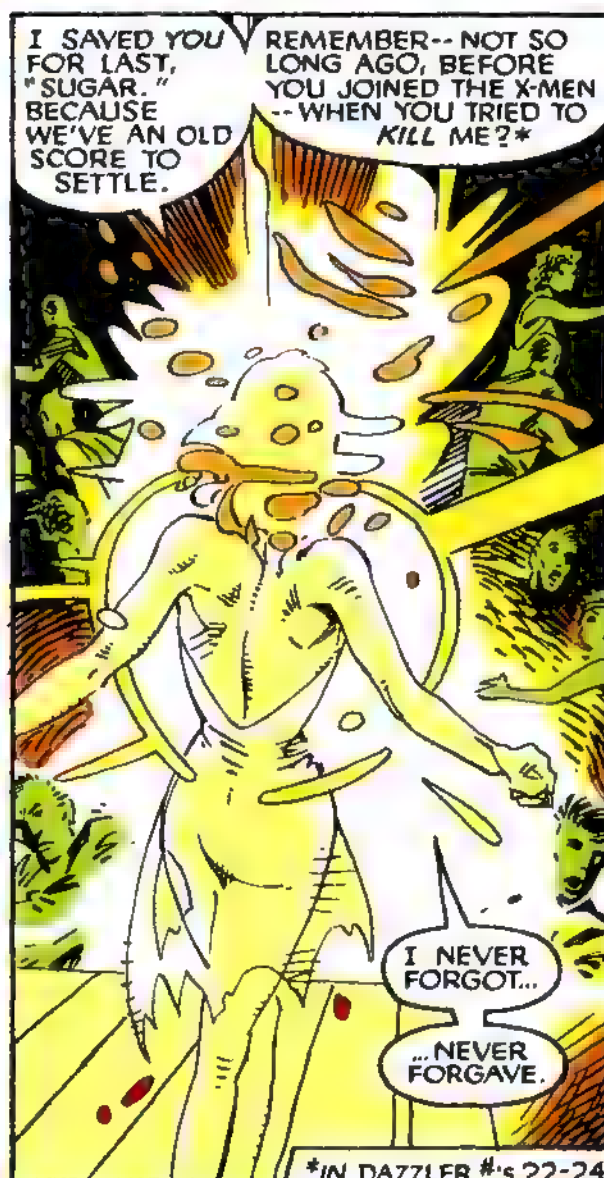
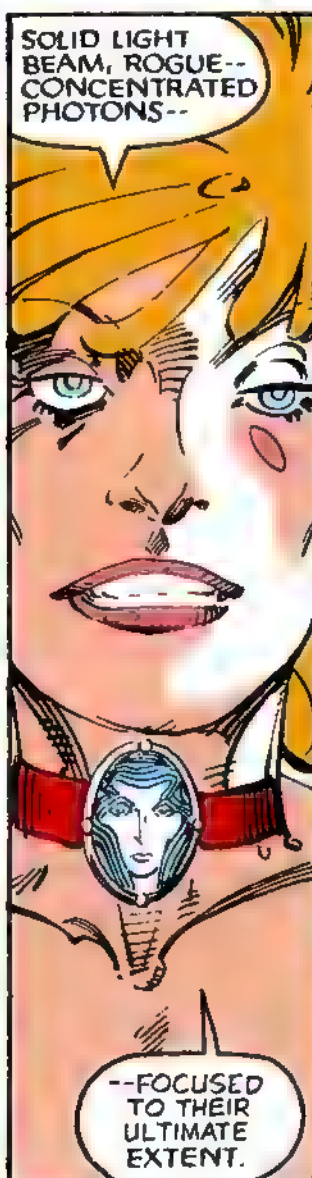
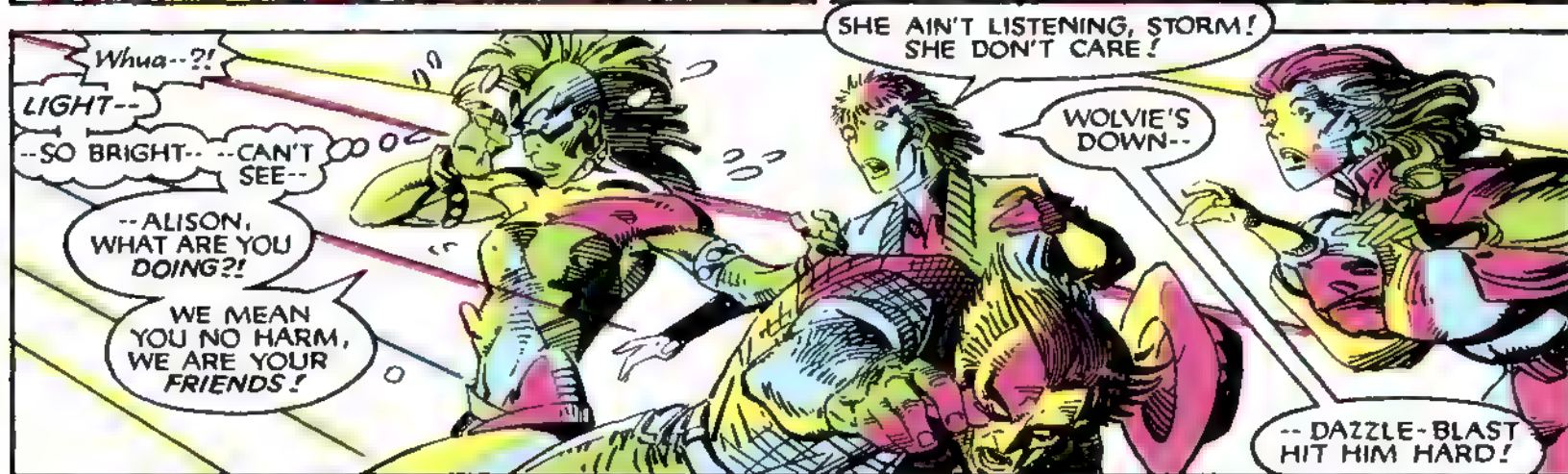
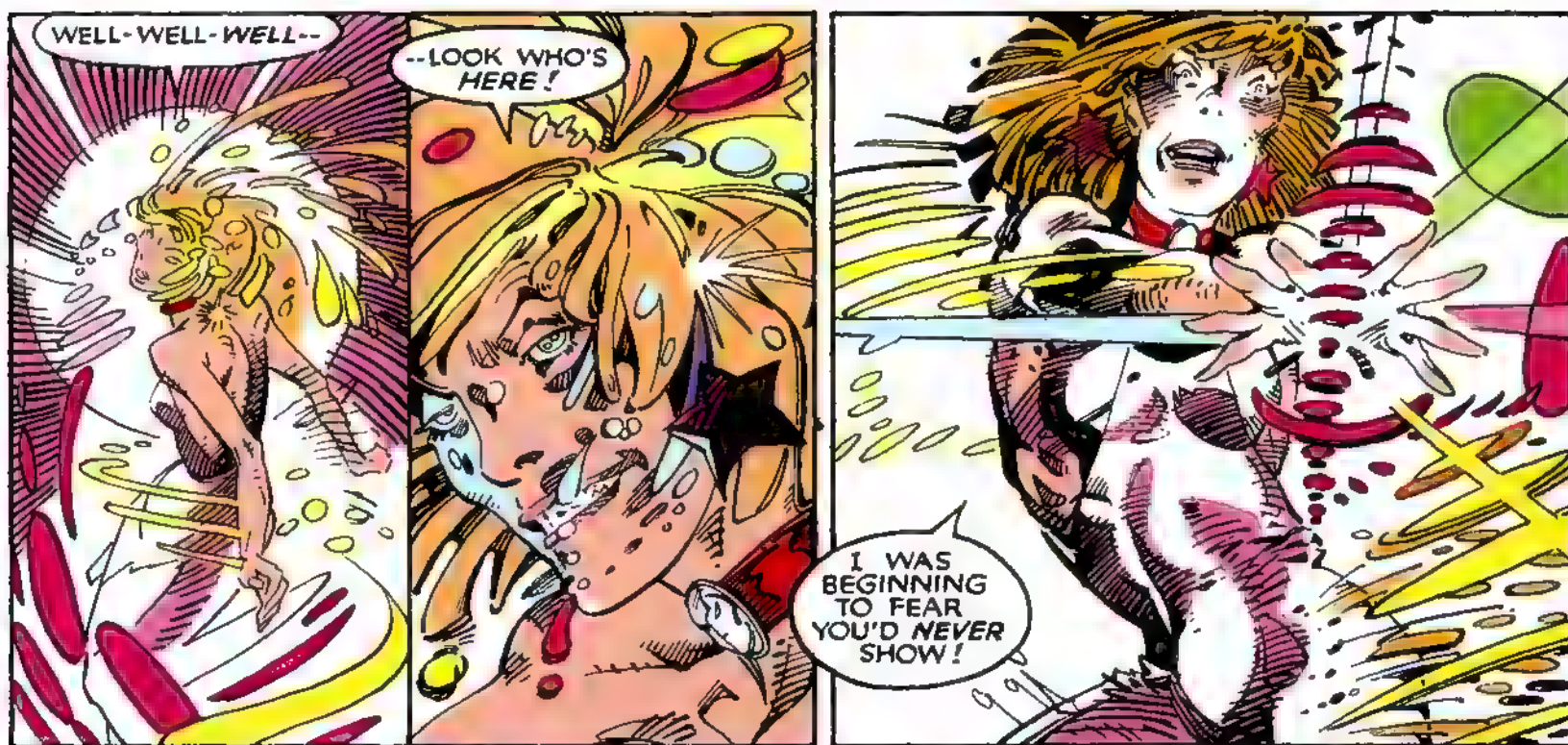
PEOPLE CHANGE, KID.

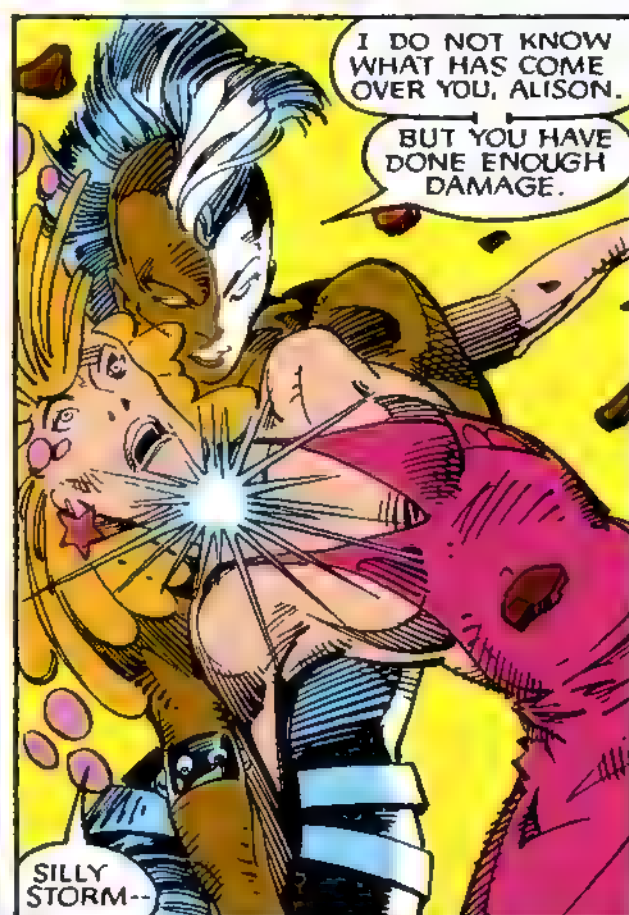
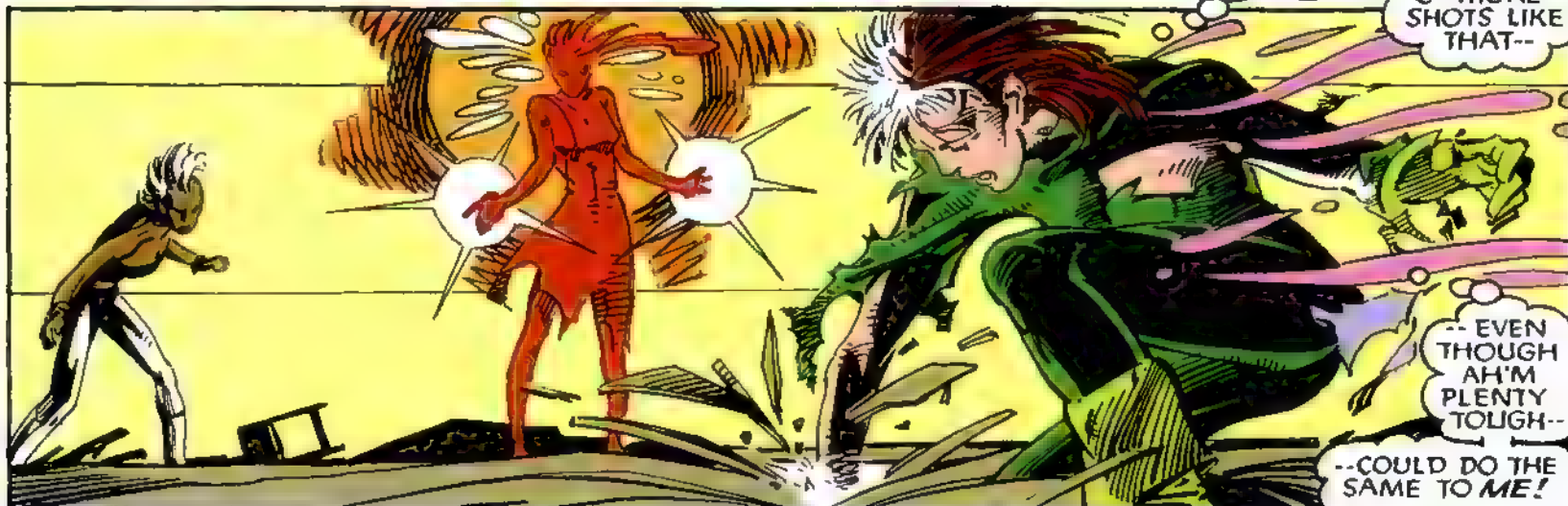
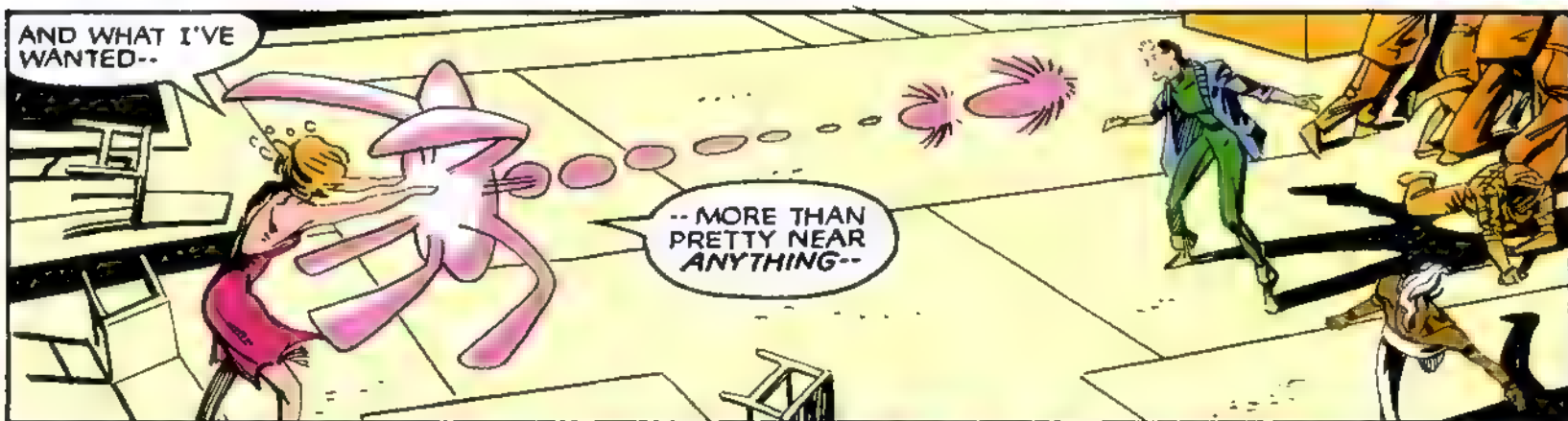
WHY'RE WE HERE, STORM? ALISON'S AN ADULT-- IF SHE'S TIRED OF HIDIN' OUT, IT'S HER CHOICE.

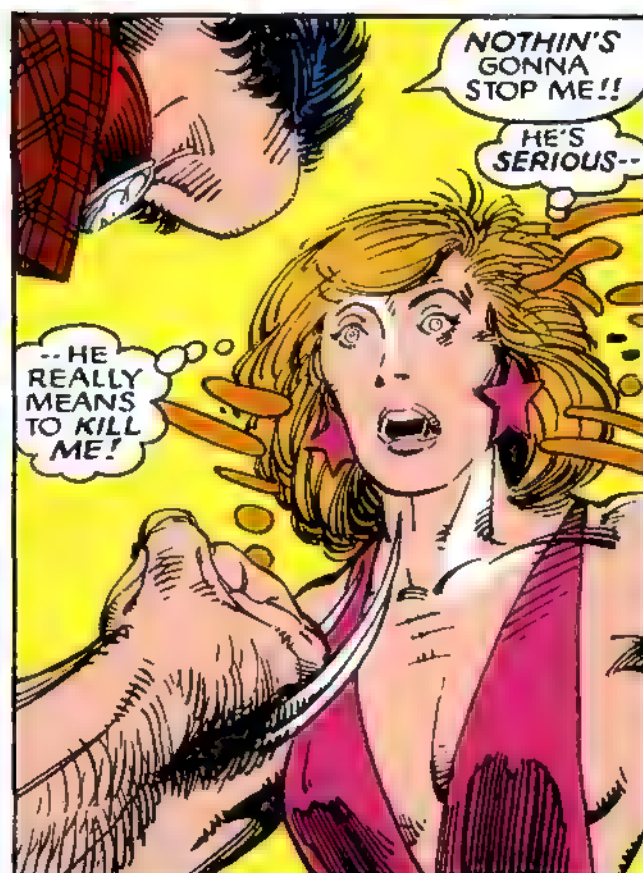
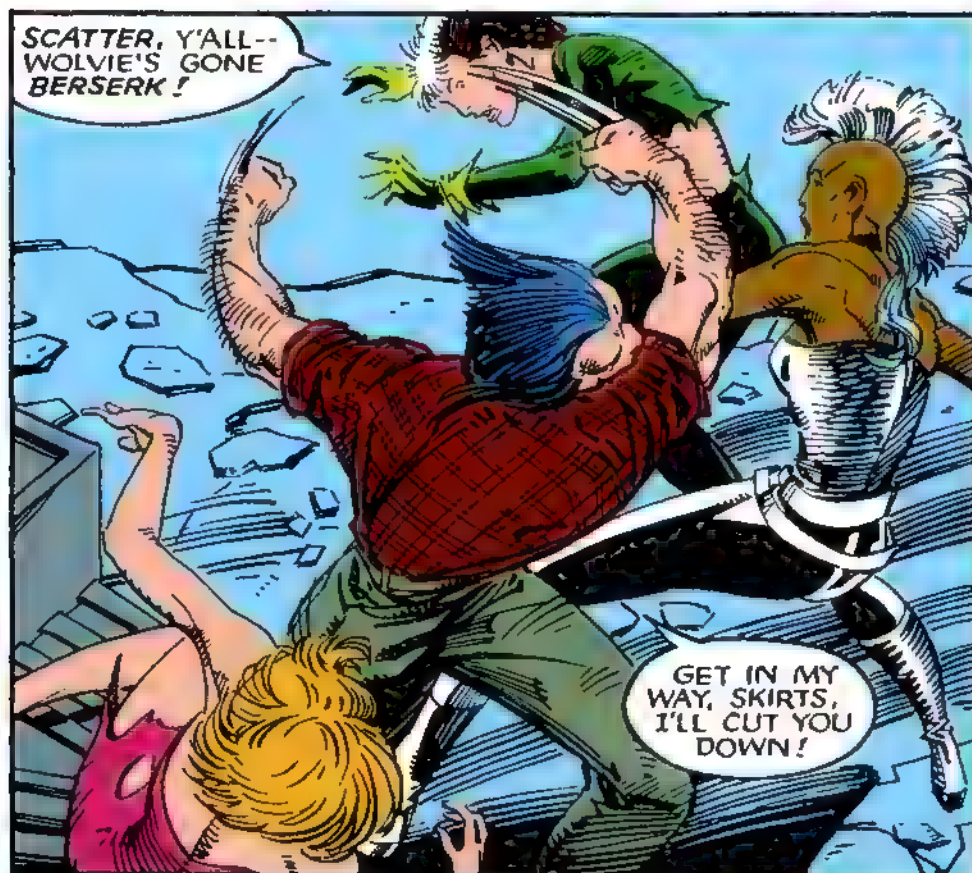
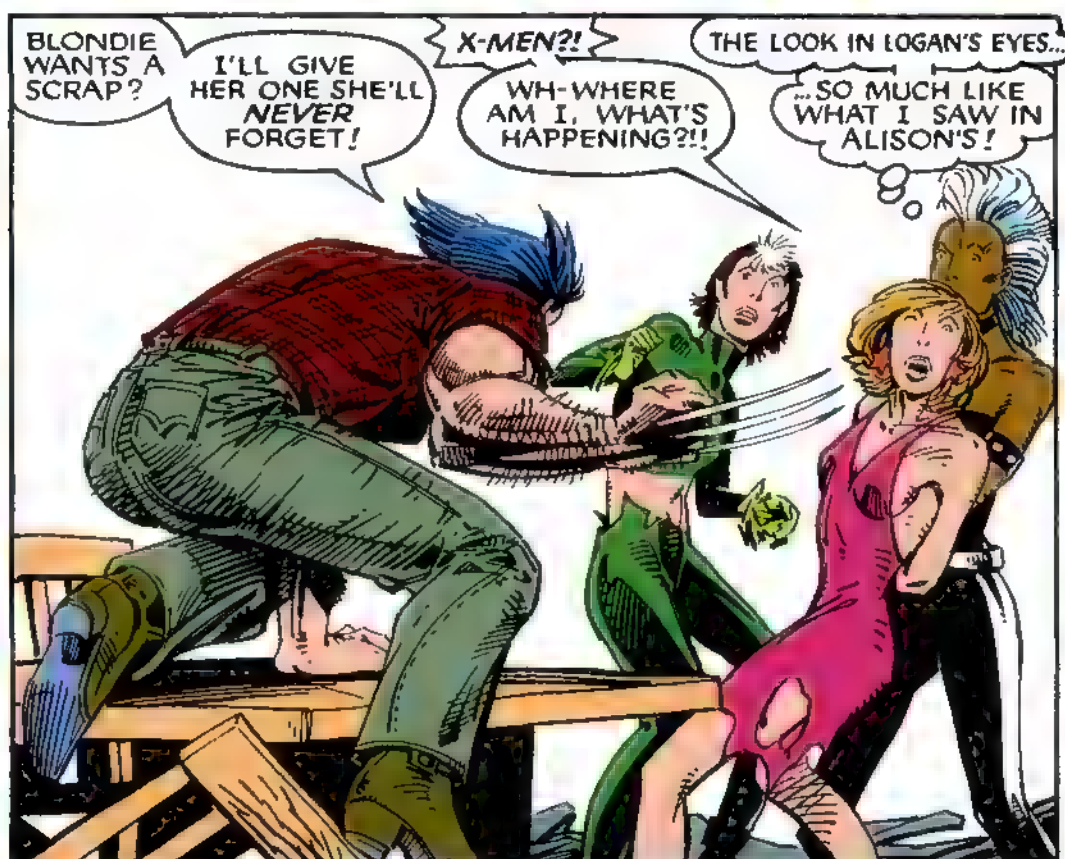
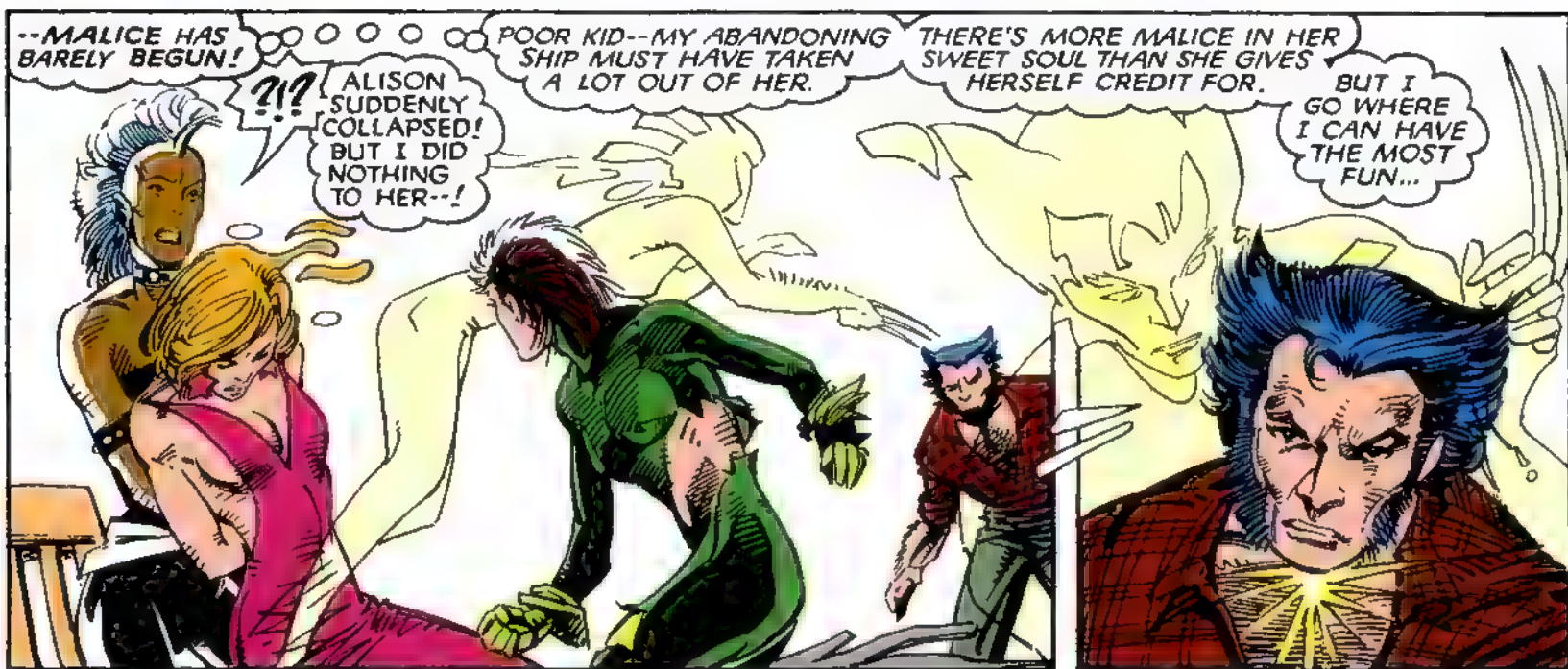


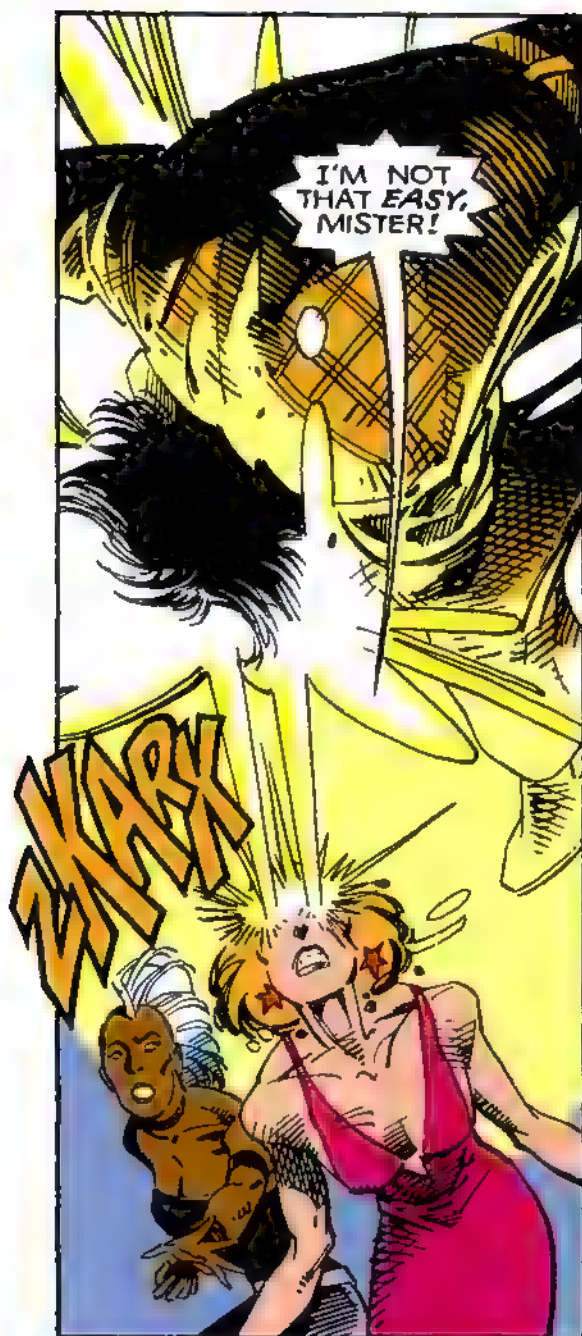
PERHAPS. BUT WE OWE HER AT LEAST A WARNING ABOUT THE MARAUDERS.

SHE IS A MUTANT-- AND WAS ONCE ASSOCIATED WITH THE X-MEN. IN THEIR EYES, THAT MAY MAKE HER A TARGET.



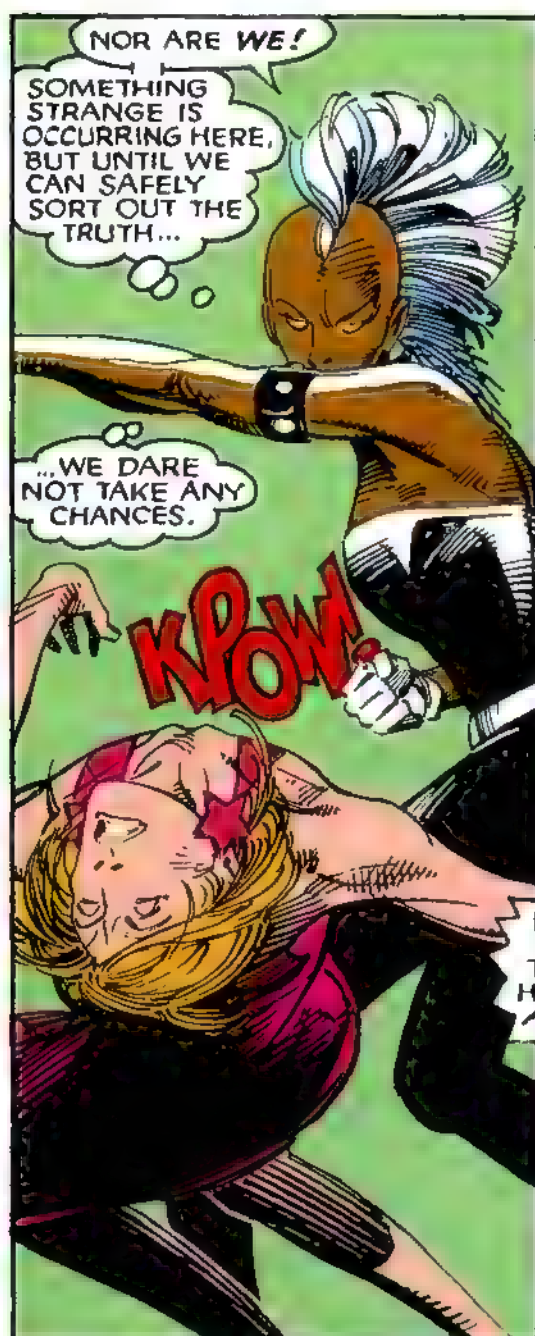






I'M NOT THAT EASY, MISTER!

ZKARY

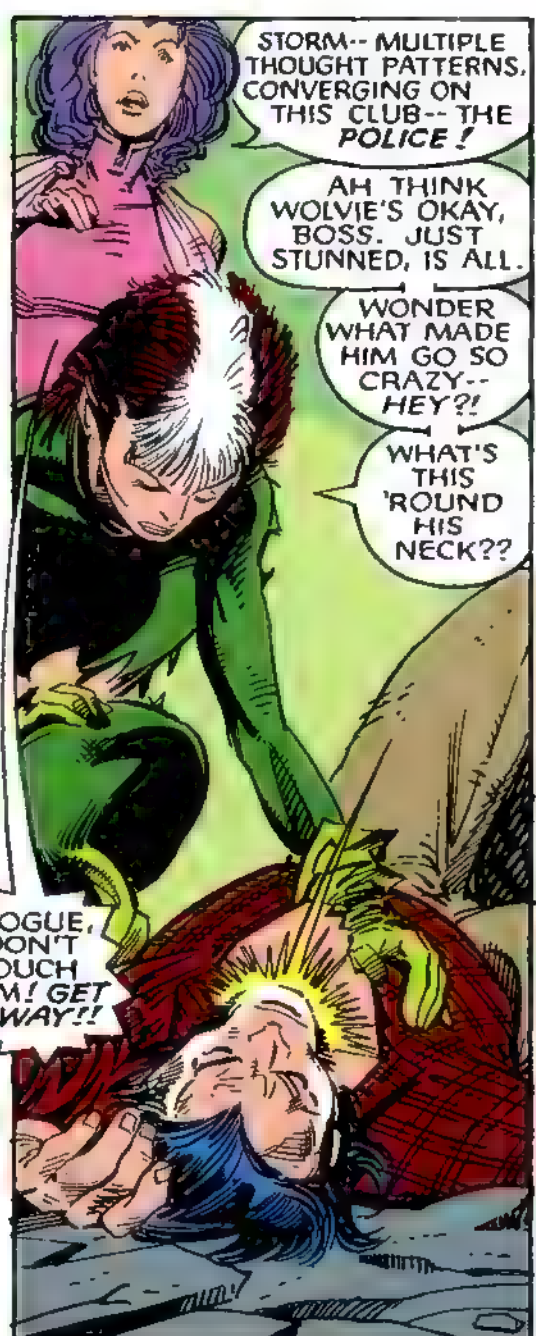


NOR ARE WE!
SOMETHING STRANGE IS OCCURRING HERE, BUT UNTIL WE CAN SAFELY SORT OUT THE TRUTH...

...WE DARE NOT TAKE ANY CHANCES.

KROW

ROGUE, DON'T TOUCH HIM! GET AWAY!!

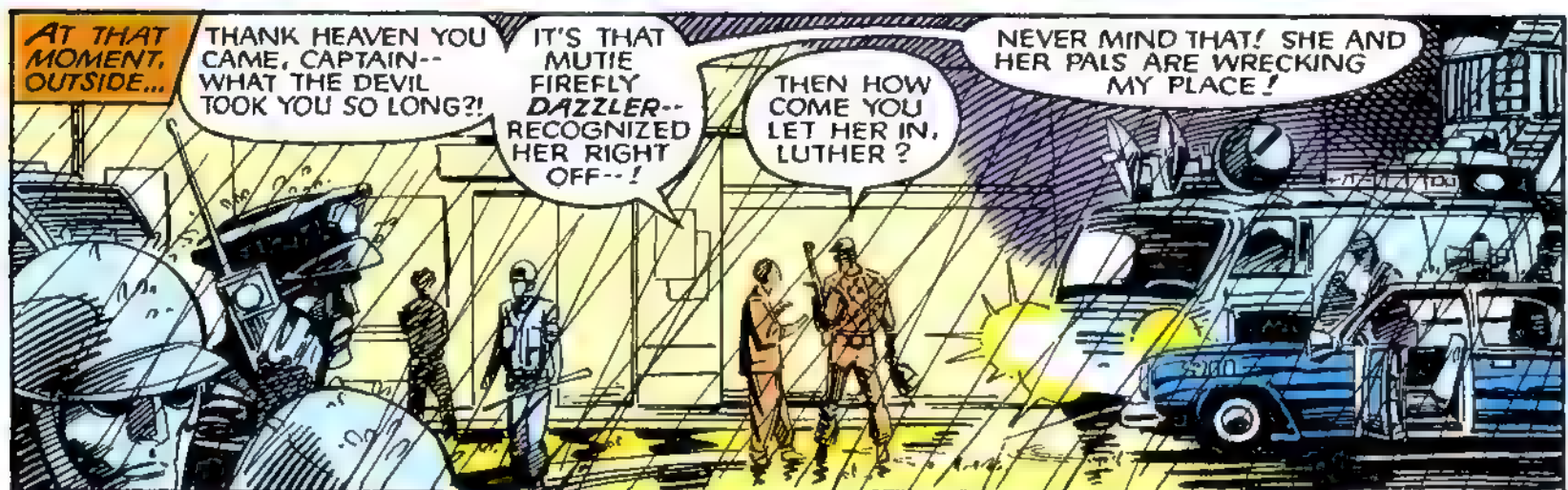


STORM-- MULTIPLE THOUGHT PATTERNS, CONVERGING ON THIS CLUB-- THE POLICE!

AH THINK WOLVIE'S OKAY, BOSS. JUST STUNNED, IS ALL.

WONDER WHAT MADE HIM GO SO CRAZY-- HEY?!

WHAT'S THIS 'ROUND HIS NECK??



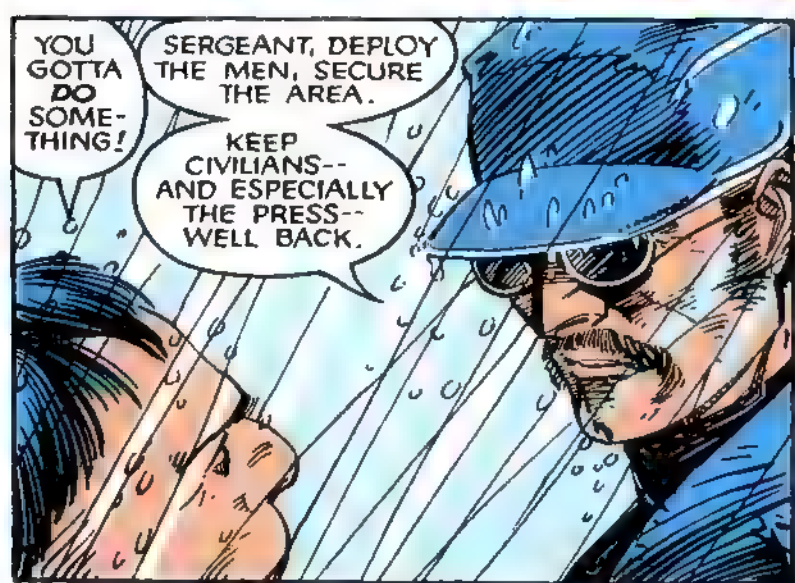
AT THAT MOMENT, OUTSIDE...

THANK HEAVEN YOU CAME, CAPTAIN-- WHAT THE DEVIL TOOK YOU SO LONG?!

IT'S THAT MUTIE FIREFLY DAZZLER-- RECOGNIZED HER RIGHT OFF--!

THEN HOW COME YOU LET HER IN, LUTHER?

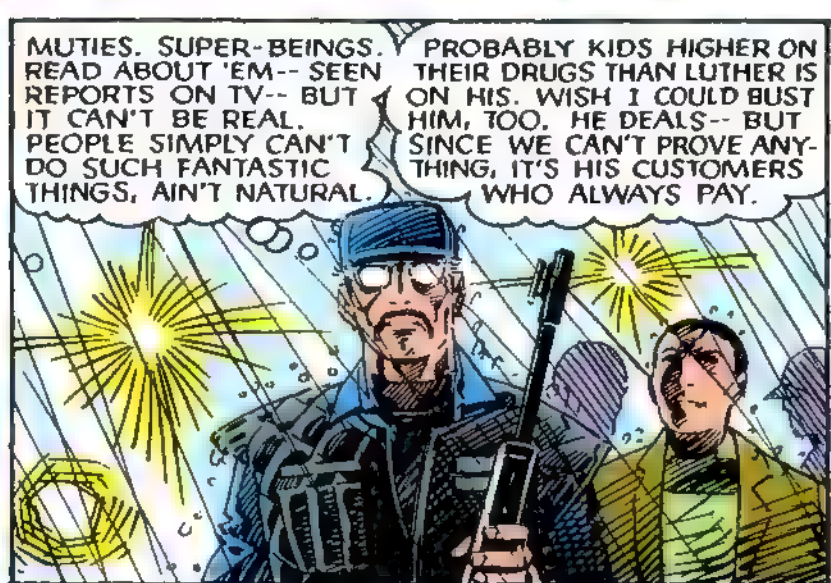
NEVER MIND THAT! SHE AND HER PALS ARE WRECKING MY PLACE!



YOU GOTTA DO SOMETHING!

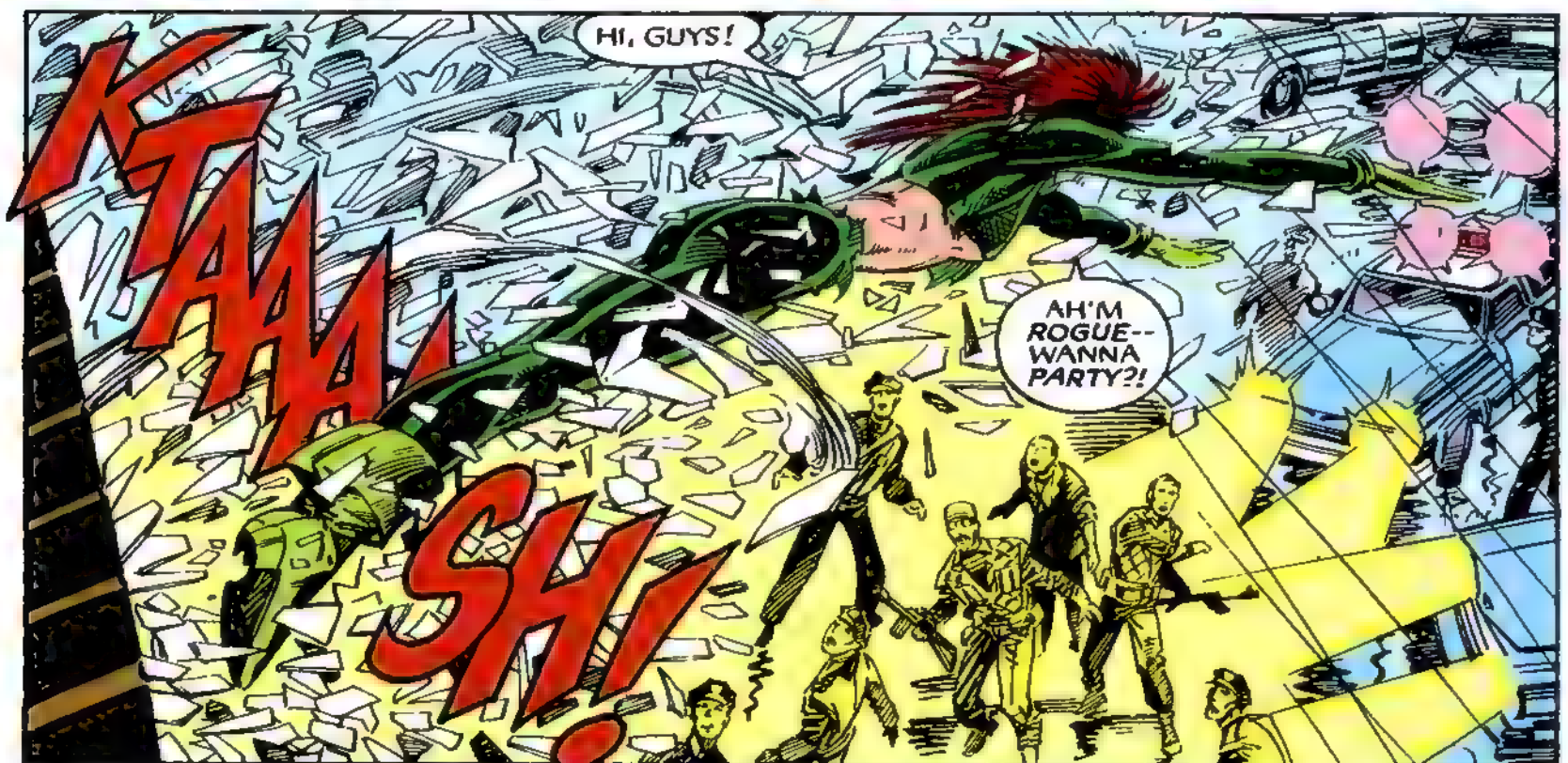
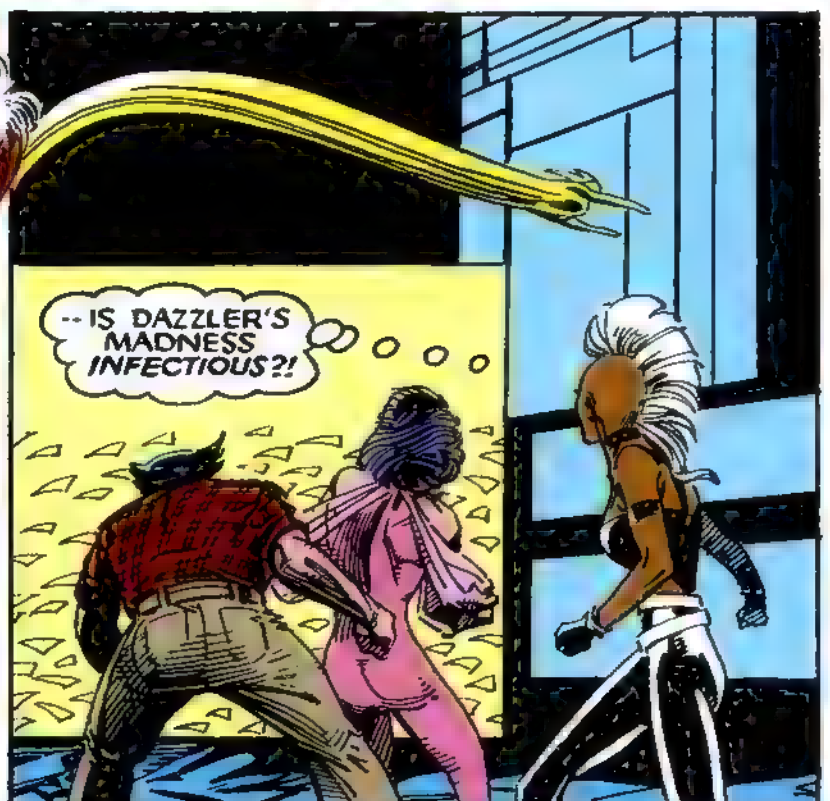
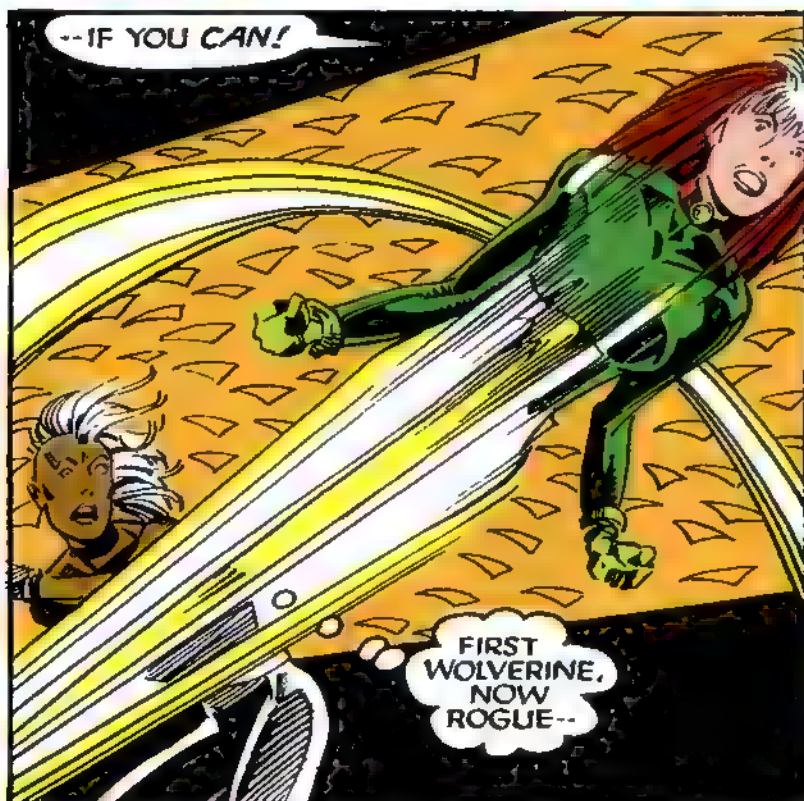
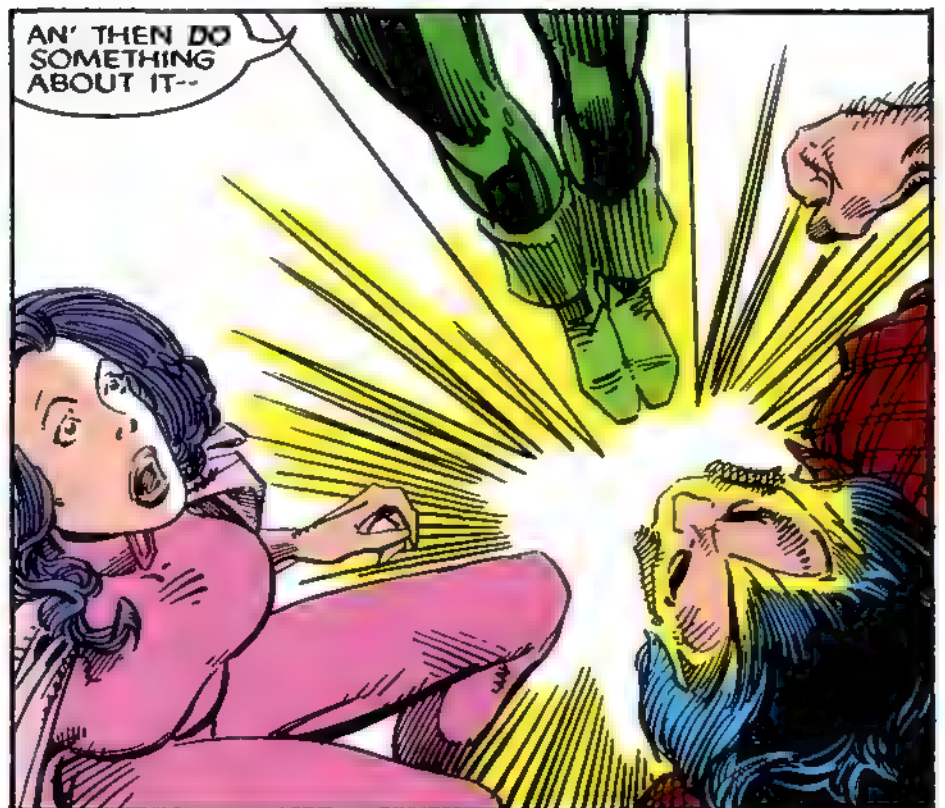
SERGEANT, DEPLOY THE MEN, SECURE THE AREA.

KEEP CIVILIANS-- AND ESPECIALLY THE PRESS-- WELL BACK.



MUTIES. SUPER-BEINGS. READ ABOUT 'EM-- SEEN REPORTS ON TV-- BUT IT CAN'T BE REAL. PEOPLE SIMPLY CAN'T DO SUCH FANTASTIC THINGS, AIN'T NATURAL.

PROBABLY KIDS HIGHER ON THEIR DRUGS THAN LUTHER IS ON HIS. WISH I COULD BUST HIM, TOO. HE DEALS-- BUT SINCE WE CAN'T PROVE ANYTHING, IT'S HIS CUSTOMERS WHO ALWAYS PAY.

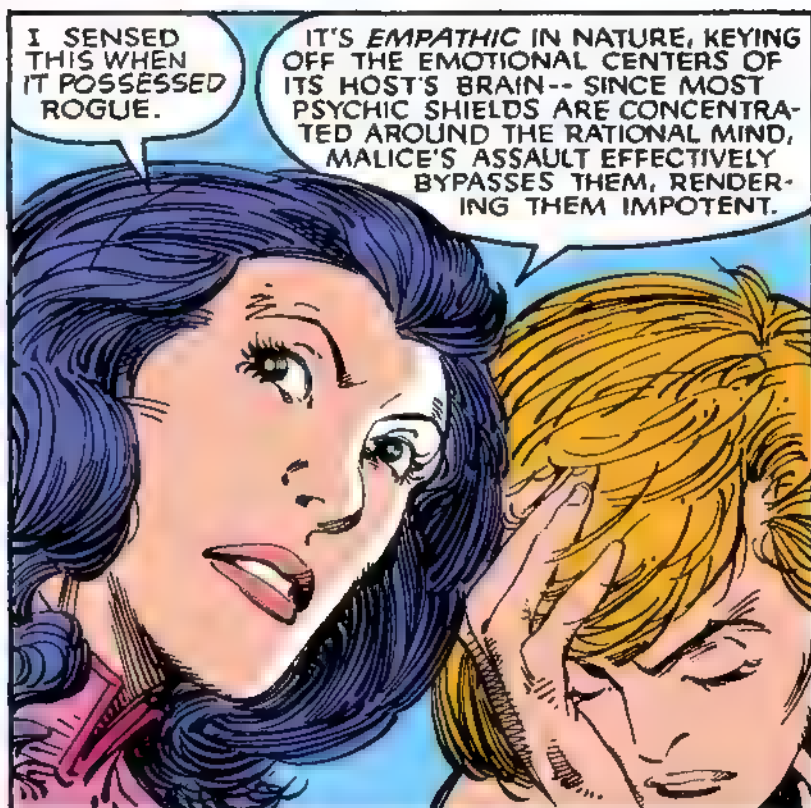




LISTEN-- ROGUE'S ATTACKIN' THE COPS!
NO, WOLVERINE-- NOT ROGUE.

ANY MORE THAN IT
WAS YOU, OR DAZZLER,
WHO STRUCK AT US.

A PSYCHIC ENTITY,
NAMED **MALICE**--
AFFILIATED WITH
THE **MARAUDERS**!



I SENSED
THIS WHEN
IT POSSESSED
ROGUE.

IT'S **EMPATHIC** IN NATURE, KEYING
OFF THE EMOTIONAL CENTERS OF
ITS HOST'S BRAIN-- SINCE MOST
PSYCHIC SHIELDS ARE CONCENTRA-
TED AROUND THE RATIONAL MIND,
MALICE'S ASSAULT EFFECTIVELY
BYPASSES THEM, RENDER-
ING THEM IMPOTENT.



THE
CREATURE'S
ACTIONS
BESPEAK
ITS TRUE
NATURE.

IT EVIDENTLY
THRIVES ON
VIOLENCE.

AND OUR ONLY CLUE AS
TO ITS VICTIM SEEMS TO
BE THE **CHOKER** THAT
APPEARED ON EACH OF
YOU WHEN YOU
LOST CONTROL.

YOU ARE OUR
TELEPATH,
PSYLOCKE--



--CAN
YOU
DEAL
WITH
MALICE?

NOT WHILE IT SHARES ROGUE'S CONSCIOUS-
NESS. HER MIND IS VIRTUALLY IMPOSSIBLE TO
PROBE, EVEN WHEN SHE'S COOPERATING.

THIS THING MADE ME...

... ITS
SLAVE...

... ITS...
TOY!



FOR ME
TO ACT
EFFECTIVELY,
WE MUST
SHIFT **MALICE**
INTO A MORE
ACCESSIBLE
VESSEL.

HOW
ABOUT ME?
I'LL RISK
ANYTHING TO
NAIL THAT
FIEND!

BETTER, STORM,
TO USE A MIND
I'M FAMILIAR
WITH, SOME-
ONE WITH WHOM I'VE
SHARED A RAPPORT.



SOMEONE, PERHAPS,
YOU TRUST?

MALICE KNOWS YOU
TOO WELL, DAZZLER.
THAT MAKES THE
RISK TOO GREAT.

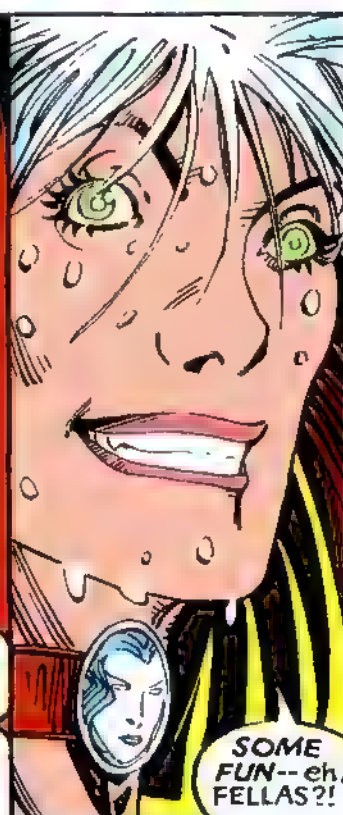
I
SHALL
BE THE
BAIT.



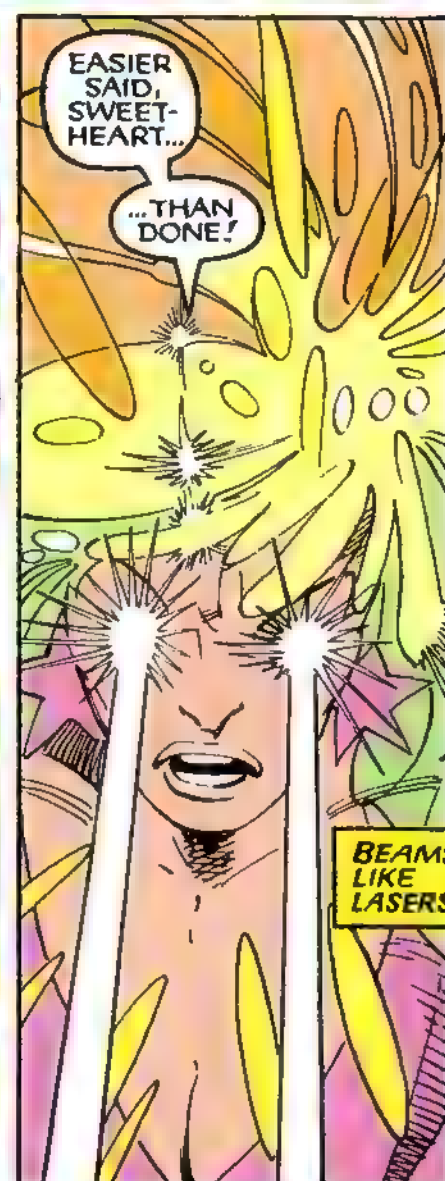
AND
IF THIS
PLAN
FAILS...

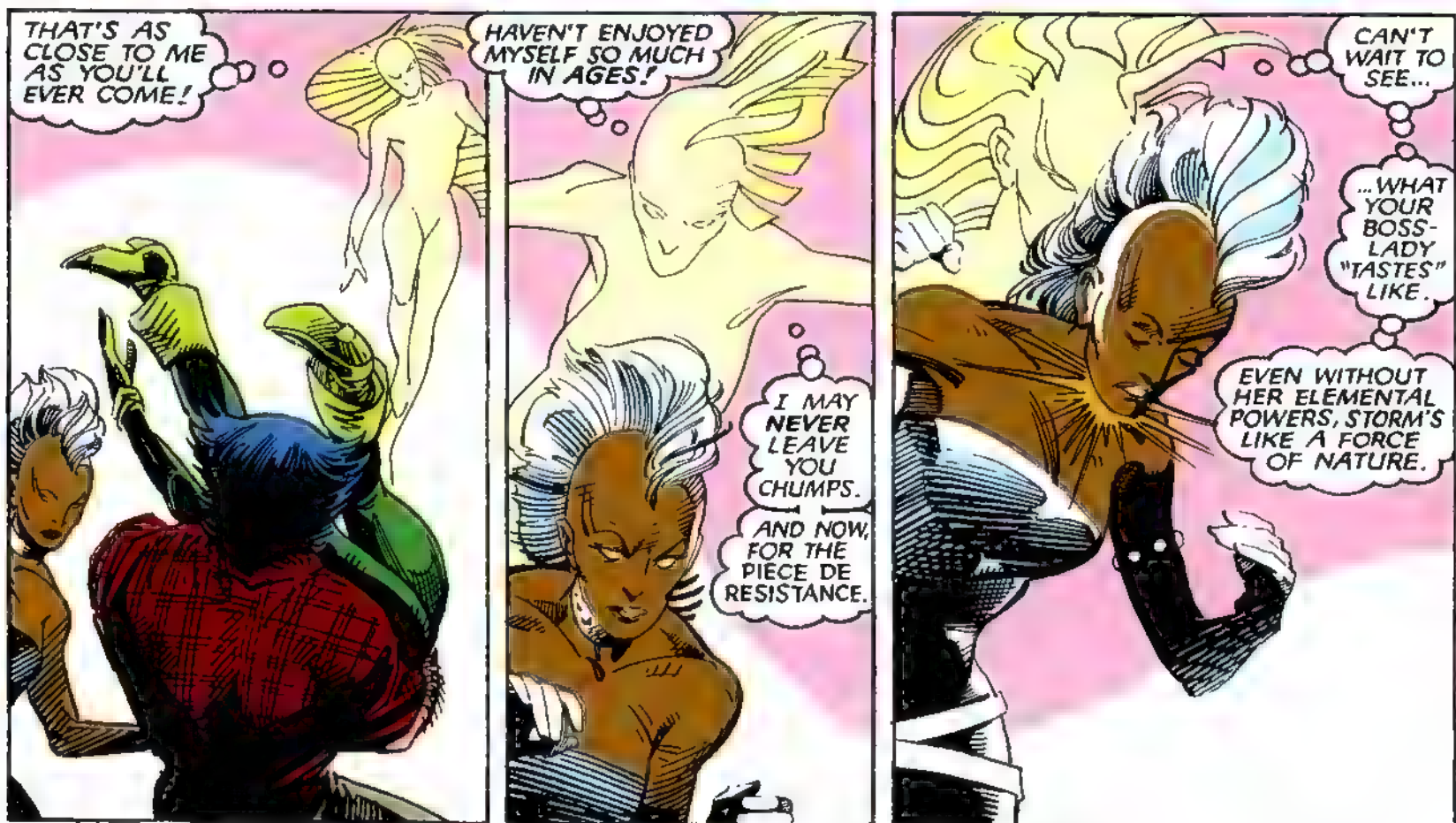
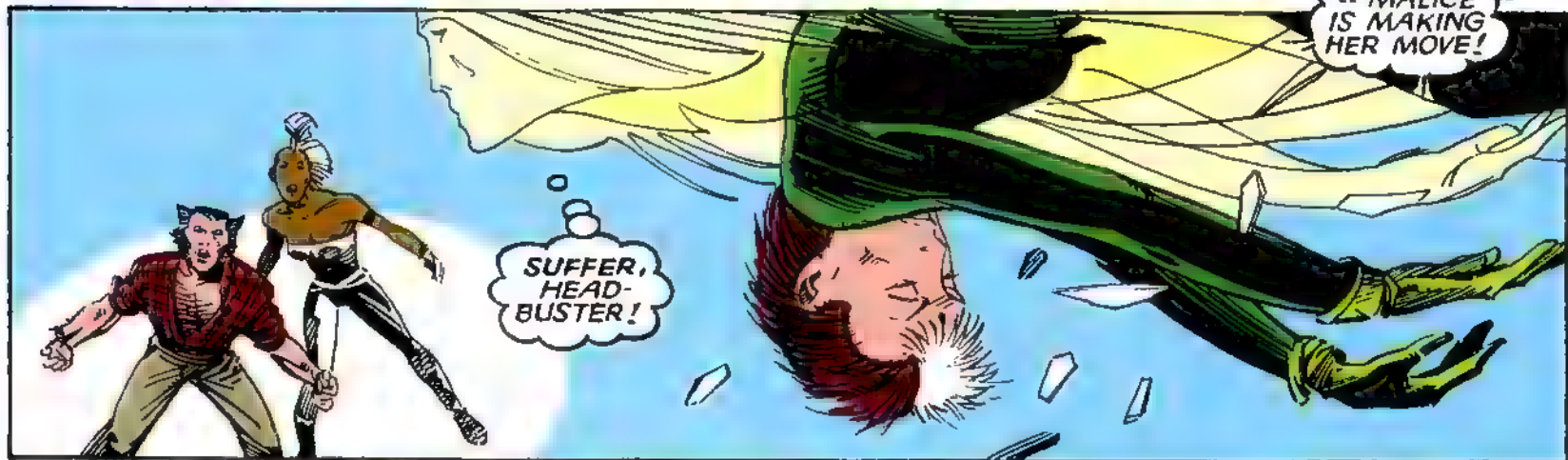
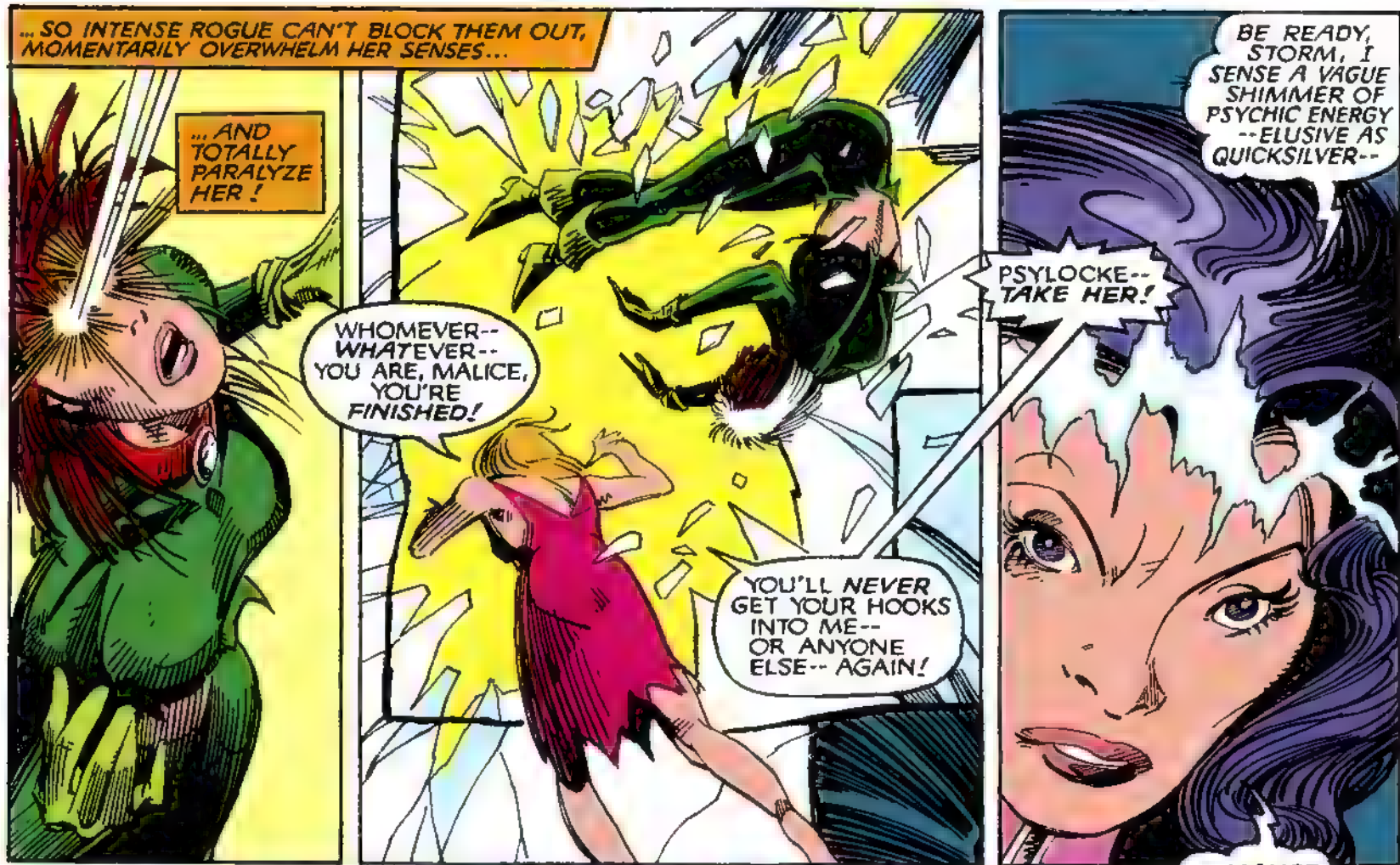
DON'T
WORRY,
DARLIN'.

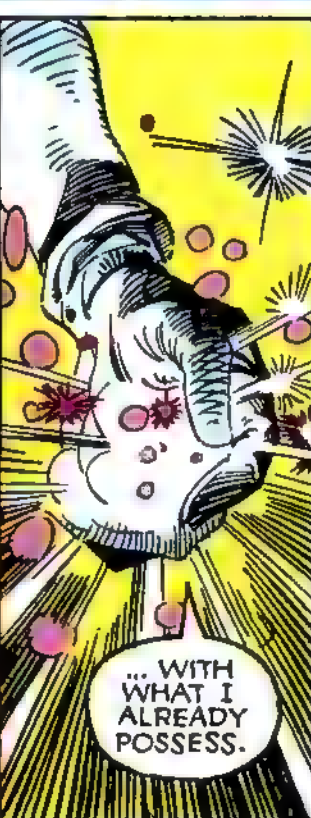
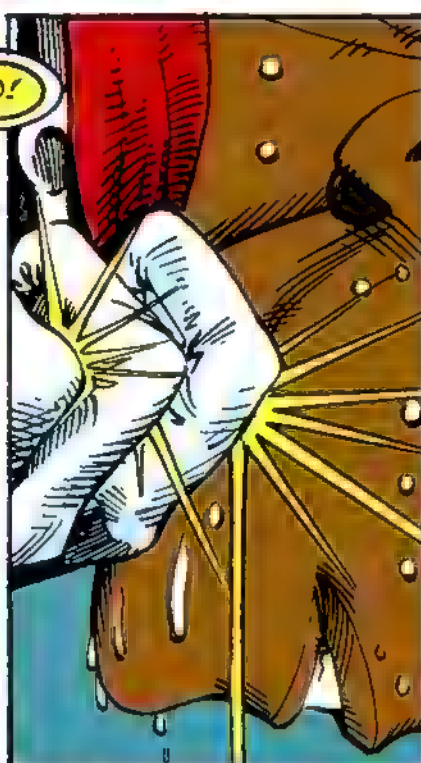
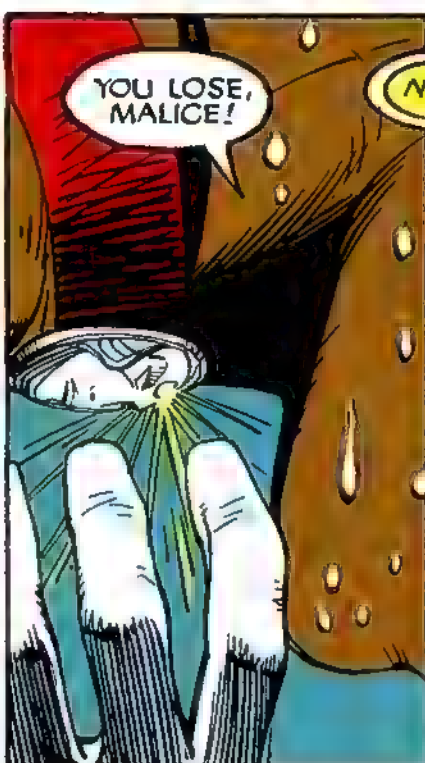
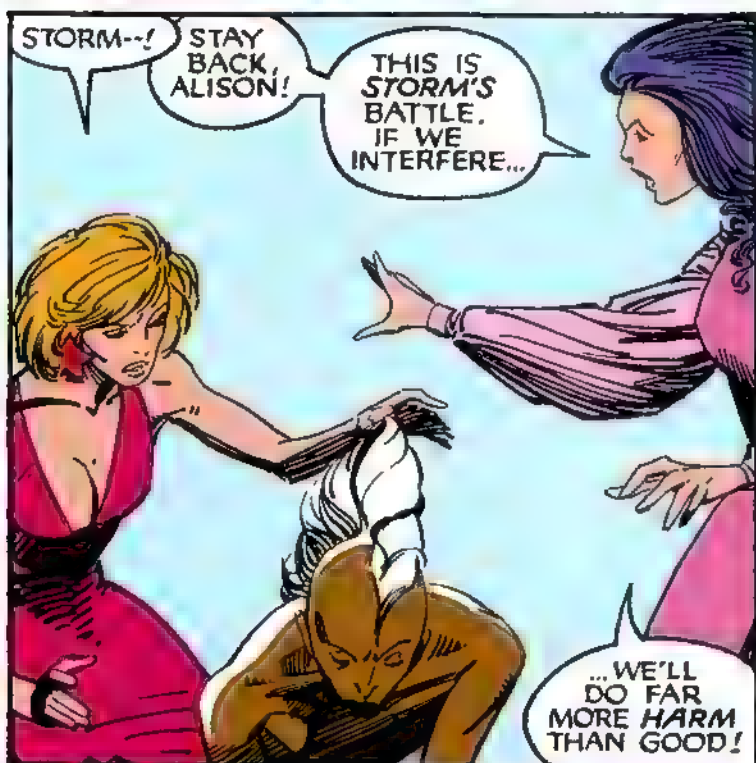
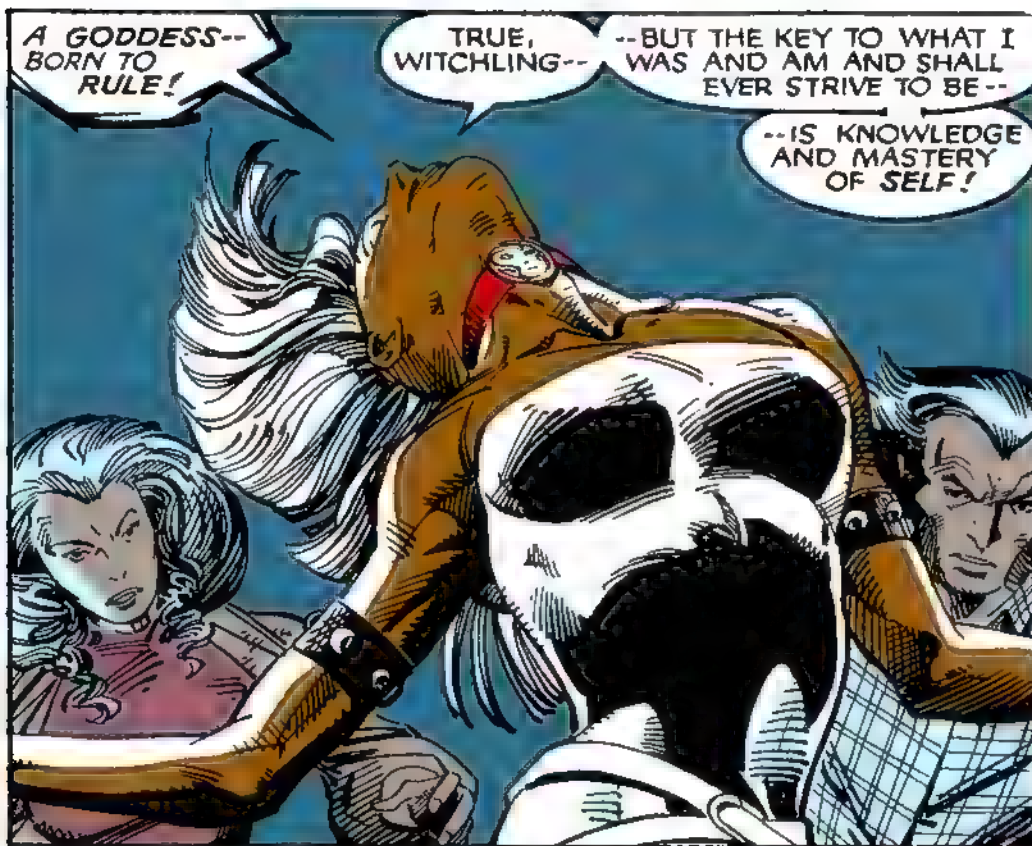
MALICE
WON'T GET
AWAY.



SOME
FUN-- eh,
FELLAS?!







LATER... ... POLICE CONTINUE THEIR SEARCH-- THUS FAR UNSUCCESSFUL-- FOR THE MUTANT BAND RESPONSIBLE FOR TONIGHT'S OUTRAGE, IDENTIFIED BY ONE OF ITS OWN MEMBERS...

...AS THE X-MEN.

HE'S WRONG. IF ANYONE'S TO BLAME, IT'S ME.

I'M GOING TO TURN MYSELF IN-- AND, SOMEHOW, CLEAR YOUR NAME!

AND WHAT WOULD THAT ACCOMPLISH-- BEYOND POSSIBLY FEEDING A STAR'S NATURAL MARTYR COMPLEX?

DO YOU STILL YEARN SO DESPERATELY FOR THE SPOTLIGHT, ALISON?

THAT ISN'T FAIR, STORM.

WHAT OCCURED TONIGHT WAS NOT YOUR FAULT. YOU WERE POSSESSED BY MALICE. YOU ARE INNOCENT, DAZZLER-- WE SIMPLY CANNOT PROVE IT.

WHAT'S THIS ALL ABOUT?! YOU SAY MALICE IS HOOKED UP WITH THIS OUTFIT CALLED THE MARAUDERS--

--WHY THE HECK PICK ON ME?!

YOU HAVE CONSIDERABLE POWER, AND YOU ARE OUR FRIEND.

YOU WERE MALICE'S MEANS TO GET TO US.

AND I DID A PRETTY GOOD JOB OF IT, TOO. IN THE EYES OF THE LAW, STORM, THE X-MEN HAVE JUST BECOME WANTON CRIMINALS-- YOUR REPUTATION COMPLETELY DISCREDITED!

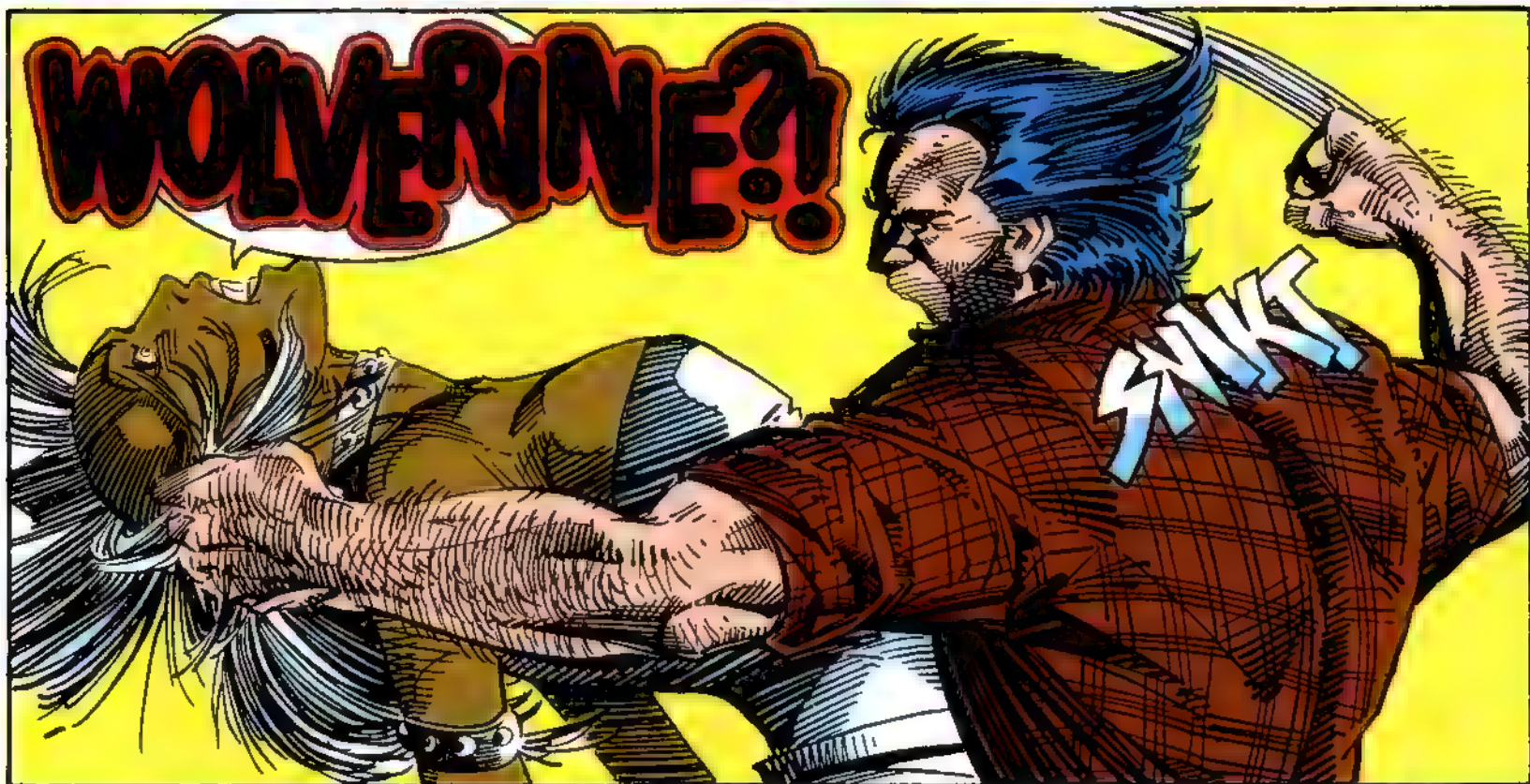
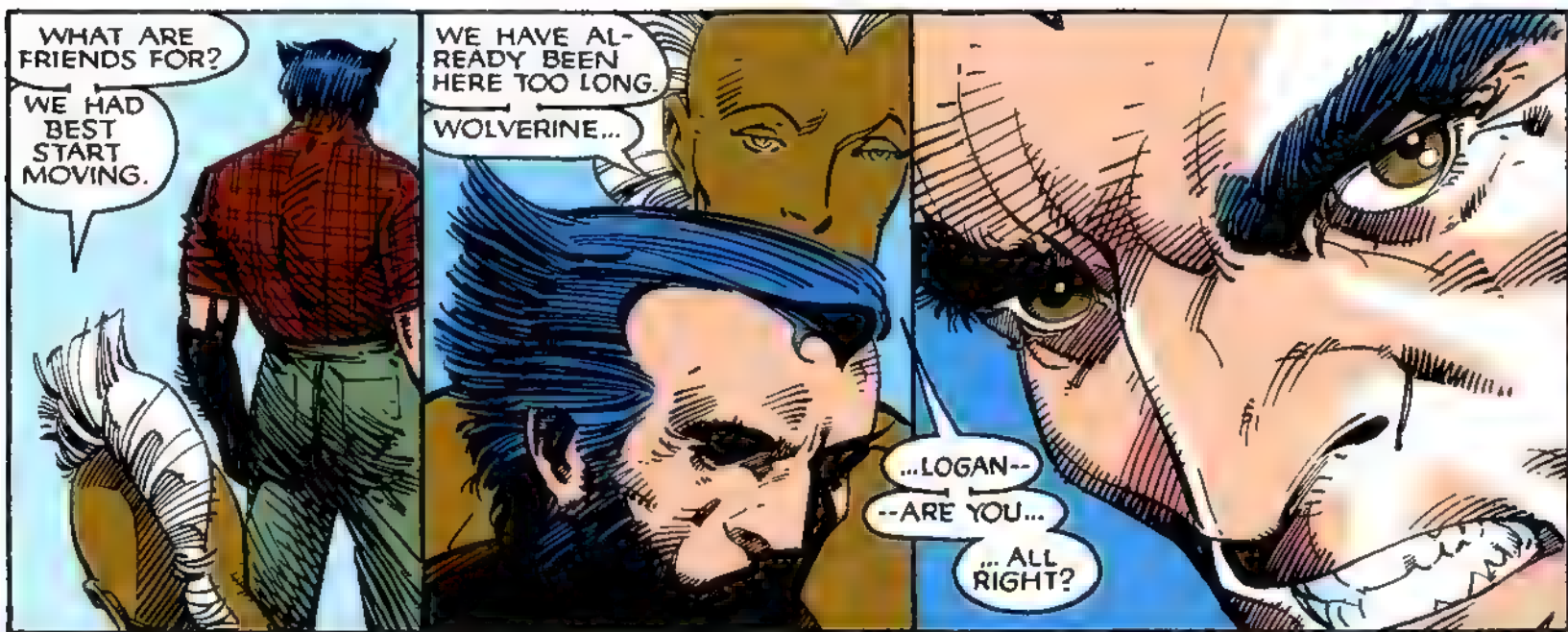
WE SHALL SURVIVE.

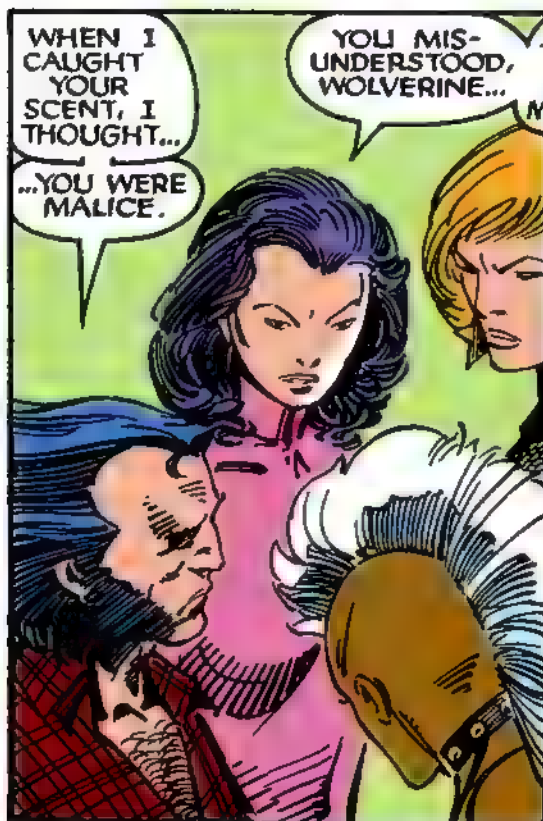
BUT-- WILL I?

NOT ALONE, ALI.

I KNOW THIS IS NOT THE LIFE YOU WANTED, BUT AT LEAST AMONG THE X-MEN YOU WILL HAVE A CHANCE. BY YOURSELF, YOU HAVE NONE.

AFTER ALL THAT'S HAPPENED, YOU'D STILL ACCEPT ME?





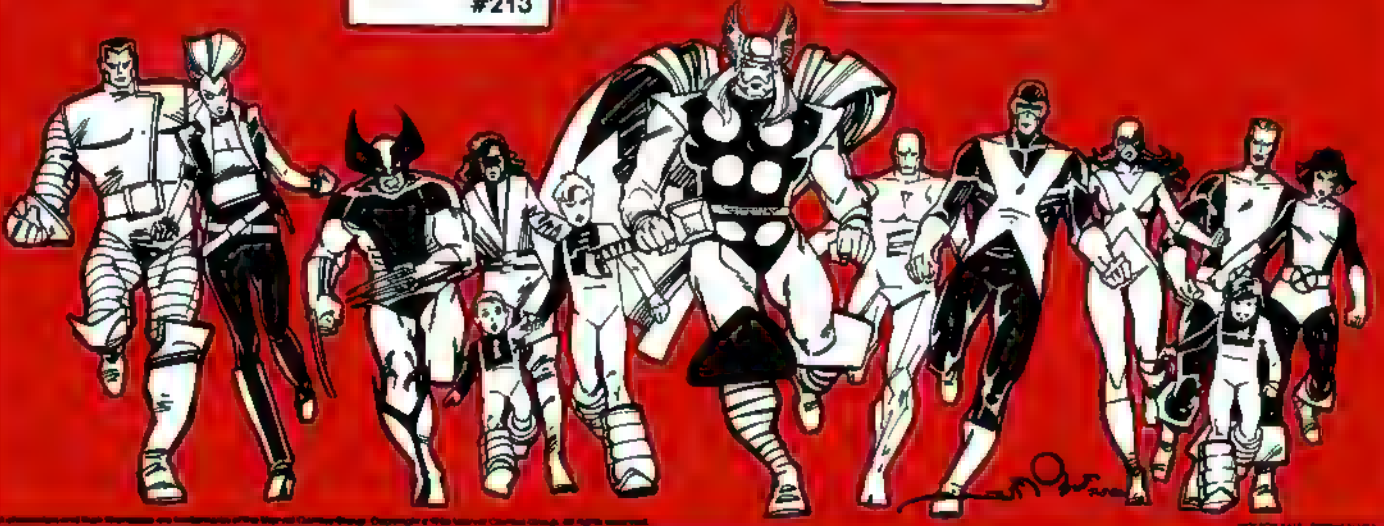
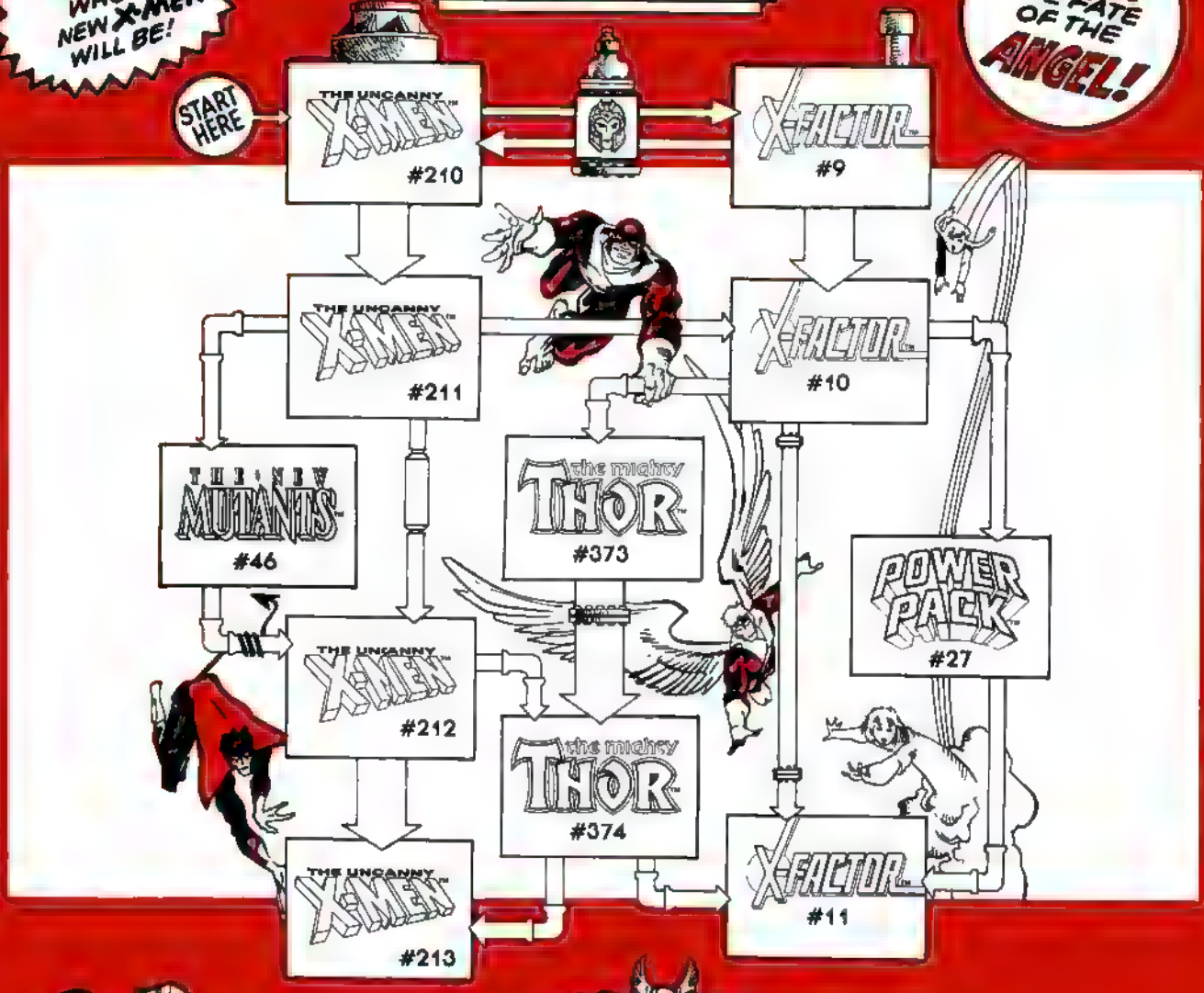
NEXT: **OLD SOLDIERS**

SEE WHO THE NEW X-MEN WILL BE!

START HERE

The MARVEL MUTANT MASSACRE MAP

LEARN THE FATE OF THE ANGEL!



1986 Comic Convention Giveaway Poster
Art by Walter Simonson

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THE STREETS! FOLLOW THE ACTION
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"Strangers in the alley!
They kill! Morlocks... die!"

Ominous words that were a portent to the greatest battle
the X-Men, New Mutants and X-Factor had yet to face:

The MUTANT MASSACRE!

The Morladders --
professional
mutant assassins,
employed by a
mysterious evil, with
the job of wiping
out the entire
Morlock community
living beneath the
streets of Manhattan.

And the only hope
of salvation the
Morlocks have rests
in the hands of the
X-Men!

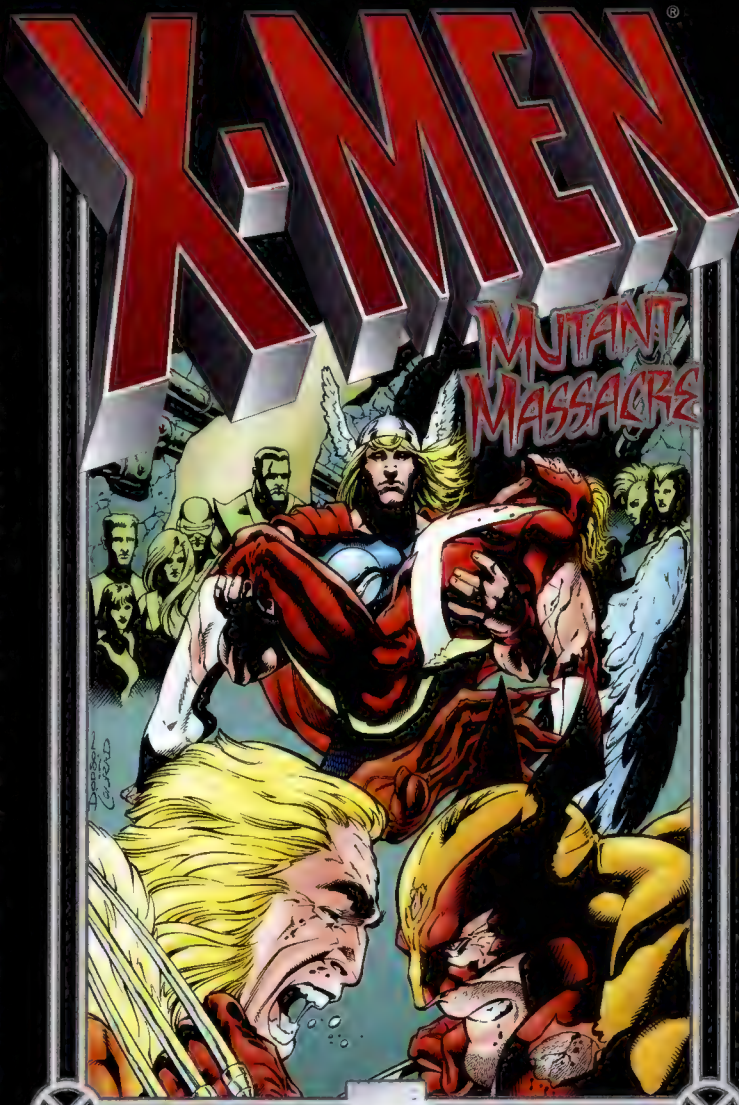
But can
they
stop this
deadly
onslaught?
And what
do they
stand to
lose if
they
should
succeed?



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MUTANT MASSACRE



CHARLIE ER

Syl3nt
Bob